IN THE UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

	x
In re	: Chapter 11
DELPHI CORPORATION, et al.,	: Case No. 05-44481 (RDD)
Debtors.	: (Jointly Administered)
	x
<u>AFFIDAVIT</u>	OF SERVICE
	n according to law, depose and say that I am LLC, the Court appointed claims and noticing cases.
parties listed on <u>Exhibit A</u> hereto via over <u>Exhibit B</u> hereto via electronic notification,	erved the document listed below (i) upon the night delivery, (ii) upon the parties listed on (iii) upon the parties listed on Exhibit C hereto on Exhibit D hereto via postage pre-paid U.S.
for Order Authorizing Debtors to F	.C. Section 107(b) and Fed. R. Bankr. P. 9018 ile Network Support Services Agreement vices Agreement Under Seal Application") h is attached hereto as Exhibit E]
Dated: May 9, 2007	/s/ Evan Gershbein Evan Gershbein
Subscribed and sworn to (or affirmed) before Evan Gershbein, personally known to me or evidence to be the person who appeared before	proved to me on the basis of satisfactory
Signature: /s/ Vanessa R. Quinones	-
Commission Expires: 3/20/11	

EXHIBIT A

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COMPANY Brown Rudnick Berlack Israels	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	rstark@brownrudnick.com	Indenture Trustee
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	bsimon@cwsny.com	
Curtis, Mallet-Prevost, Colt & mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	sreisman@cm-p.com	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia- Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
	Donald Bernstein						212-450-4092	212-450-3092	donald.bernstein@dpw.com	Counsel to Debtor's Postpetition
Davis, Polk & Wardwell	Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4213	212-450-3213	brian.resnick@dpw.com	Administrative Agent
									sean.p.corcoran@delphi.com	
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2491	karen.j.craft@delphi.com	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	МІ	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member
Flextronics International	Carrie L. Schiff	305 Interlocken Parkway		Broomfield	СО	80021	303-927-4853	303-652-4716	cschiff@flextronics.com	Counsel to Flextronics International
Flextronics International USA.	Carrie L. Cermi	Job Interlocker Farkway		Diodifficia	00	00021	303-321-4033	303-032-47 10	CSCHING/HEXTIONICS.COM	Counsel to Flextronics
Inc.	Paul W. Anderson	2090 Fortune Drive		San Jose	CA	95131	408-428-1308		paul.anderson@flextronics.com	International USA, Inc.
Freescale Semiconductor, Inc.	Richard Lee Chambers, III	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trev.chambers@freescale.com	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski	One New York Plaza	IND. GETO	New York	NY	10004	212-859-8000	212-859-4000	rodbuje@ffhsj.com sliviri@ffhsj.com	Counsel to Equity Security Holders Committee
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10004	212-039-0000	212-839-4000	randall.eisenberg@fticonsulting.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kincey Avenue	114111001	Huntersville	NC	28078	704-992-5075	866-585-2386	valerie.venable@ge.com	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel to Employee Benefits
Groom Law Group	Lonie A. Hassel	IVV		vvasnington	DO	20000	202-037-0020	202-039-4303	inassei@groom.com	Course to Employee Benefits
Hodgson Russ LLP Honigman Miller Schwartz and	Stephen H. Gross	1540 Broadway	24th FI 660 Woodward	New York	NY	10036	212-751-4300	212-751-0928	sgross@hodgsonruss.com	Counsel to Hexcel Corporation Counsel to General Motors
Cohn LLP Honigman Miller Schwartz and	Frank L. Gorman, Esq.	2290 First National Building	Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	fgorman@honigman.com	Corporation Counsel to General Motors
Cohn LLP	Robert B. Weiss, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	rweiss@honigman.com	Corporation
Internal Revenue Service	Attn: Insolvency Department	477 Michigan Ave	Mail Stop 15	Detroit	MI	48226	313-628-3648	313-628-3602		Michigan IRS
Internal Revenue Service	Attn: Insolvency Department, Maria Valerio	a 290 Broadway	5th Floor	New York	NY	10007	212-436-1038	212-436-1931	mariaivalerio@irs.gov	IRS
IUE-CWA	Conference Board Chairman	2360 W. Dorothy Lane	Suite 201	Dayton	ОН	45439	937-294-7813	937-294-9164		Creditor Committee Member
Jefferies & Company, Inc,	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022	212-284-2521	212-284-2470	bderrough@jefferies.com	UCC Professional
JPMorgan Chase Bank, N.A.	Maritza Ramos	270 Park Avenue 15th FI		New York	NY	10017	212-270-5484	212-270-4016	maritza.ramos@chase.com	Prepetition Administrative Agent
JPMorgan Chase Bank, N.A.	Thomas F. Maher, Richard Duker, Gianni Russello	270 Park Avenue		New York	NY	10017	212-270-0426	212-270-0430	thomas.f.maher@chase.com richard.duker@jpmorgan.com gianni.russello@jpmorgan.com	Postpetition Administrative Agent
Kramer Levin Naftalis & Frankel LLP	Gordon Z. Novod	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	gnovod@kramerlevin.com	Counsel Data Systems Corporation; EDS Information Services, LLC
Kramer Levin Naftalis & Frankel	Thomas Moore Mover	1177 Avenue of the		Now York	NIV	10026	242 745 0400	212 715 9000	tmover@kremerlevin.com	Counsel Data Systems Corporation; EDS Information
	Thomas Moers Mayer	Americas	1	New York	NY	10036	212-715-9100	212-715-8000	tmayer@kramerlevin.com	Services, LLC
Kurtzman Carson Consultants	Sheryl Betance	2335 Alaska Ave		El Segundo	CA	90245	310-823-9000	310-823-9133	sbetance@kccllc.com	Noticing and Claims Agent Counsel to Official Committee of
Latham & Watkins LLP Law Debenture Trust of New	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	robert.rosenberg@lw.com	Unsecured Creditors
York	Daniel R. Fisher	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	daniel.fisher@lawdeb.com	Indenture Trustee

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Law Debenture Trust of New York	Patrick J. Healy	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	patrick.healy@lawdeb.com	Indenture Trustee
McDermott Will & Emery LLP	David D. Cleary	227 West Monroe Street	Suite 5400	Chicago		60606	312-372-2000	312-984-7700	dcleary@mwe.com	Counsel to Recticel North America, Inc.
Wedermore will a Emery LLI	David D. Cleary	227 West Monioe Street	Suite 5400	Criicago	112	00000	312-312-2000	312-304-1100	dcieal y@mwe.com	Counsel to Recticel North
McDermott Will & Emery LLP	Jason J. DeJonker	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	jdejonker@mwe.com	America, Inc. Counsel to Recticel North
McDermott Will & Emery LLP	Mohsin N. Khambati	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	mkhambati@mwe.com	America, Inc.
McDermott Will & Emery LLP	Peter A. Clark	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	pclark@mwe.com	Counsel to Recticel North America, Inc.
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McTigue Law Firm	Cornish F. Hitchcock	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	conh@mctiquelaw.com	Proposed Counsel to The Official Committee of Retirees
mongao zan riim	- Connect of the Conn	The second secon	Cuito CCC	W domington	50	200.0	202 00 1 0000	202 00 1 0000	Some mongadiaw.som	Counsel to Movant Retirees and
										Proposed Counsel to The Official
McTigue Law Firm	J. Brian McTigue	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	bmctigue@mctiguelaw.com	Committee of Retirees
Mesirow Financial	Leon Szlezinger	666 Third Ave	21st Floor	New York	NY	10017	212-808-8366	212-682-5015	Iszlezinger@mesirowfinancial.com	UCC Professional
	Gregory A Bray Esq								gbray@milbank.com tkreller@milbank.com	Counsel to Cerberus Capital
Milbank Tweed Hadley & McCloy LLP	Thomas R Kreller Esq James E Till Esq	601 South Figueroa Street	30th Floor	Los Angeles	CA	90017	213-892-4000	213-629-5063	itill@milbank.com	Management LP and Dolce Investments LLC
LLF	James E Till Esq	001 South Figueroa Street	301111001	LOS Aligeles	CA	90017	213-092-4000	213-029-3003	<u> unicernibarik.com</u>	Counsel to Blue Cross and Blue
Morrison Cohen LLP	Joseph T. Moldovan, Esq.	909 Third Avenue		New York	NY	10022	2127358603	9175223103	jmoldovan@morrisoncohen.com	Shield of Michigan
New House Devices - 1 Office	Made Oak anfald, Bankan al Binarta	O.W. and Fire and all Orantes	D 4000	N	ND/	10001	040 000 4400	040 000 4000		Securities and Exchange
Northeast Regional Office	Mark Schonfeld, Regional Director	3 World Financial Center	Room 4300	New York	NY	10281	212-336-1100	212-336-1323	newyork@sec.gov	Commission New York Attorney General's
Office of New York State	Attorney General Eliot Spitzer	120 Broadway		New York City	NY	10271	212-416-8000	212-416-6075	ServeAG@oag.state.ny.us	Office
O'Melveny & Myers LLP	Robert Siegel	400 South Hope Street		Los Angeles	CA	90071	213-430-6000	213-430-6407	rsiegel@omm.com	Special Labor Counsel
O'Melveny & Myers LLP	Tom A. Jerman, Rachel Janger	1625 Eye Street, NW		Washington	DC	20006	202-383-5300	202-383-5414	tjerman@omm.com	Special Labor Counsel
Pension Benefit Guaranty		,							garrick.sandra@pbgc.gov	Counsel to Pension Benefit
Corporation	Jeffrey Cohen	1200 K Street, N.W.	Suite 340	Washington	DC	20005	202-326-4020	202-326-4112	efile@pbqc.gov	Guaranty Corporation
Pension Benefit Guaranty										Chief Counsel to the Pension
Corporation	Ralph L. Landy	1200 K Street, N.W.	Suite 340	Washington	DC	20005-4026	2023264020	2023264112	landy.ralph@pbgc.gov	Benefit Guaranty Corporation
										Counsel to Freescale
										Semiconductor, Inc., f/k/a Motorola
Phillips Nizer LLP	Sandra A. Riemer	666 Fifth Avenue		New York	NY	10103	212-841-0589	212-262-5152	sriemer@phillipsnizer.com	Semiconductor Systems
		1251 Avenue of the								
Rothchild Inc.	David L. Resnick	Americas		New York	NY	10020	212-403-3500	212-403-5454	david.resnick@us.rothschild.com	Financial Advisor Counsel to Murata Electronics
		1270 Avenue of the								North America, Inc.; Fujikura
Seyfarth Shaw LLP	Robert W. Dremluk	Americas	Suite 2500	New York	NY	10020-1801	2122185500	2122185526	rdremluk@seyfarth.com	America, Inc.
									dbartner@shearman.com	
Shearman & Sterling LLP	Douglas Bartner, Jill Frizzley	599 Lexington Avenue		New York	NY	10022	212-8484000	212-848-7179	jfrizzley@shearman.com	Local Counsel to the Debtors
									kziman@stblaw.com	Counsel to Debtor's Prepetition
	Kenneth S. Ziman, Robert H.								rtrust@stblaw.com	Administrative Agent, JPMorgan
Simpson Thatcher & Bartlett LLP	Trust, William T. Russell, Jr.	425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502	wrussell@stblaw.com	Chase Bank, N.A.
									jbutler@skadden.com	
Skadden, Arps, Slate, Meagher	John Wm. Butler, John K. Lyons,								jlyonsch@skadden.com	
& Flom LLP	Ron E. Meisler	333 W. Wacker Dr.	Suite 2100	Chicago	IL	60606	312-407-0700	312-407-0411	rmeisler@skadden.com	Counsel to the Debtor
Skadden, Arps, Slate, Meagher	Kayalyn A. Marafioti, Thomas J.								kmarafio@skadden.com	
& Flom LLP	Matz	4 Times Square	P.O. Box 300	New York	NY	10036	212-735-3000	212-735-2000	tmatz@skadden.com	Counsel to the Debtor Counsel to Movant Retirees and
Spencer Fane Britt & Browne		1 North Brentwood								Proposed Counsel to The Official
LLP	Daniel D. Doyle	Boulevard	Tenth Floor	St. Louis	мо	63105	314-863-7733	314-862-4656	ddovle@spencerfane.com	Committee of Retirees
					1.2		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		227,269apananananan	Counsel to Movant Retirees and
Spencer Fane Britt & Browne		1 North Brentwood								Proposed Counsel to The Official
LLP	Nicholas Franke	Boulevard	Tenth Floor	St. Louis	MO	63105	314-863-7733	314-862-4656	nfranke@spencerfane.com	Committee of Retirees
	Chester B. Salomon, Constantine				1				cp@stevenslee.com	
Stevens & Lee, P.C.	D. Pourakis	485 Madison Avenue	20th Floor	New York	NY	10022	2123198500	2123198505	cs@stevenslee.com	Counsel to Wamco, Inc.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Togut, Segal & Segal LLP	Albert Togut	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	altogut@teamtogut.com	Conflicts Counsel to the Debtors
	MaryAnn Brereton, Assistant									
Tyco Electronics Corporation	General Counsel	60 Columbia Road		Morristown	NJ	7960	973-656-8365	973-656-8805		Creditor Committee Member
								212-668-2255		
1								does not take		
United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	service via fax		Counsel to United States Trustee
										Proposed Conflicts Counsel to the
			301 Commerce							Official Committee of Unsecured
Warner Stevens, L.L.P.	Michael D. Warner	1700 City Center Tower II	Street	Fort Worth	TX	76102	817-810-5250	817-810-5255	mwarner@warnerstevens.com	Creditors
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Harvey R. Miller	767 Fifth Avenue		New York	NY	10153	212-310-8500	212-310-8077	harvey.miller@weil.com	Corporation
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	jeff.tanenbaum@weil.com	Corporation
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	martin.bienenstock@weil.com	Corporation
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	michael.kessler@weil.com	Corporation
			1100 North							Creditor Committee
Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	Market Street	Wilmington	DE	19890	302-636-6058	302-636-4143	scimalore@wilmingtontrust.com	Member/Indenture Trustee

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Company	Contact	Address1	Address2	City	State	Zip
Computer Sciences						
Corporation	Daryl D Savage	Assistant General Counsel	3170 Fairview Park Dr VTC-B	Falls Church	VA	22042
Computer Sciences		Vice President and General				
Corporation	Hayward D Fisk	Counsel	2100 E Grand Ave	El Segundo	CA	90245

EXHIBIT B

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COMPANY Brown Rudnick Berlack Israels	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	rstark@brownrudnick.com	Indenture Trustee
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	bsimon@cwsnv.com	
Curtis, Mallet-Prevost, Colt & mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	sreisman@cm-p.com	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia- Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
mosic ELi		To Frank / Wende		TTOW TORK		10170 0001	+		donald.bernstein@dpw.com	** ' '
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	brian.resnick@dpw.com	Counsel to Debtor's Postpetition Administrative Agent
Davis, i oik a vvarawen	Brian Resnick	400 Lexington Avenue		New York	INI	10017	212-430-4213	212-430-3213	sean.p.corcoran@delphi.com	Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	МІ	48098	248-813-2000	248-813-2491	karen.i.craft@delphi.com	Debtors
Delprii Gorporation	Gean Goldofan, Karen Gran	3723 Delprii Drive		TTOY	IVII	40000	240-013-2000	240-013-2431	<u>karen.j.crant@deiphi.com</u>	Debiois
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member
Flextronics International	Carrie L. Schiff	305 Interlocken Parkway		Broomfield	со	80021	303-927-4853	303-652-4716	cschiff@flextronics.com	Counsel to Flextronics International
Flextronics International USA,										Counsel to Flextronics
Inc.	Paul W. Anderson	2090 Fortune Drive		San Jose	CA	95131	408-428-1308		paul.anderson@flextronics.com	International USA, Inc.
Freescale Semiconductor, Inc.	Richard Lee Chambers, III Brad Eric Sheler	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trey.chambers@freescale.com	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	rodbuje@ffhsj.com sliviri@ffhsj.com	Counsel to Equity Security Holders
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	randall.eisenberg@fticonsulting.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kincey Avenue		Huntersville	NC	28078	704-992-5075	866-585-2386	valerie.venable@ge.com	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel to Employee Benefits
Hodgson Russ LLP	Stephen H. Gross	1540 Broadway	24th Fl	New York	NY	10036	212-751-4300	212-751-0928	sgross@hodgsonruss.com	Counsel to Hexcel Corporation
Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	fgorman@honigman.com	Counsel to General Motors Corporation
Honigman Miller Schwartz and			660 Woodward							Counsel to General Motors
Cohn LLP	Robert B. Weiss, Esq.	2290 First National Building	Avenue	Detroit	MI		313-465-7000	313-465-8000	rweiss@honigman.com	Corporation
Jefferies & Company, Inc,	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY NY	10022	212-284-2521	212-284-2470	bderrough@jefferies.com	UCC Professional
JPMorgan Chase Bank, N.A.	Maritza Ramos Thomas F. Maher, Richard Duker,	270 Park Avenue 15th FI		New York	NY	10017	212-270-5484	212-270-4016	maritza.ramos@chase.com	Prepetition Administrative Agent
JPMorgan Chase Bank, N.A.	Gianni Russello	270 Park Avenue		New York	NY	10017	212-270-0426	212-270-0430	thomas.f.maher@chase.com	Postpetition Administrative Agent
[Counsel Data Systems
Kramer Levin Naftalis & Frankel LLP	Outdoor 7 November	1177 Avenue of the		N	ND7	10000	040 745 0400	040 745 0000		Corporation; EDS Information
LLP	Gordon Z. Novod	Americas		New York	NY	10036	212-715-9100	212-715-8000	gnovod@kramerlevin.com	Services, LLC Counsel Data Systems
Kramer Levin Naftalis & Frankel	Thomas Moers Maver	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	tmayer@kramerlevin.com	Corporation; EDS Information Services, LLC
Kurtzman Carson Consultants	Sheryl Betance	2335 Alaska Ave		El Segundo	CA	90245	310-823-9000	310-823-9133	sbetance@kccllc.com	Noticing and Claims Agent
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	robert.rosenberg@lw.com	Counsel to Official Committee of Unsecured Creditors
Law Debenture Trust of New										
York	Daniel R. Fisher	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	daniel.fisher@lawdeb.com	Indenture Trustee
Law Debenture Trust of New York	Patrick J. Healy	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	patrick.healy@lawdeb.com	Indenture Trustee
McDermott Will & Emery LLP	David D. Cleary	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	dcleary@mwe.com	Counsel to Recticel North America, Inc.
McDermott Will & Emery LLP	Jason J. DeJonker	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	jdejonker@mwe.com	Counsel to Recticel North America, Inc.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
McDermott Will & Emery LLP	Peter A. Clark	227 West Monroe Street	Suite 5400	Chicago	lu	60606	312-372-2000	312-984-7700	pclark@mwe.com	Counsel to Recticel North America, Inc.
WILDERHOLL WIII & LINETY LLF	Feter A. Clark	227 West Worlde Street	Suite 5400	Criicago	IL	00000	312-372-2000	312-904-7700	pciark@mwe.com	Counsel to Movant Retirees and
										Proposed Counsel to The Official
McTigue Law Firm	Cornish F. Hitchcock	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	conh@mctiguelaw.com	Committee of Retirees
										Counsel to Movant Retirees and
McTigue Law Firm	J. Brian McTique	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	bmctique@mctiquelaw.com	Proposed Counsel to The Official Committee of Retirees
Mesirow Financial	Leon Szlezinger	666 Third Ave	21st Floor	New York	NY	10017	212-808-8366	212-682-5015	Iszlezinger@mesirowfinancial.com	UCC Professional
Wesilow Financial	<u> </u>	000 1111147140	2 101 1 1001	ITOW TOTA	141	10017	212 000 0000	212 002 0010	gbray@milbank.com	
Milbank Tweed Hadley & McCloy	Gregory A Bray Esq								tkreller@milbank.com	Counsel to Cerberus Capital Management LP and Dolce
LLP	James E Till Esq	601 South Figueroa Street	30th Floor	Los Angeles	CA	90017	213-892-4000	213-629-5063	itill@milbank.com	Investments LLC
		oo i oodan i igaaraa aaraa	0011111001	2007 ti igoloc	0,1		2.0 002 .000	2.0 020 0000	<u>Itinice Printed Print</u>	Counsel to Blue Cross and Blue
Morrison Cohen LLP	Joseph T. Moldovan, Esq.	909 Third Avenue		New York	NY	10022	2127358603	9175223103	jmoldovan@morrisoncohen.com	Shield of Michigan
										Securities and Exchange
Northeast Regional Office	Mark Schonfeld, Regional Director	3 World Financial Center	Room 4300	New York	NY	10281	212-336-1100	212-336-1323	newyork@sec.gov	Commission
Office of New York State	Attorney General Eliot Spitzer	120 Broadway		New York City	NY	10271	212-416-8000	212-416-6075	ServeAG@oag.state.ny.us	New York Attorney General's Office
O'Melveny & Myers LLP	Robert Siegel	400 South Hope Street		Los Angeles	CA	90071	213-430-6000	213-430-6407	rsiegel@omm.com	Special Labor Counsel
O'Melveny & Myers LLP	Tom A. Jerman, Rachel Janger	1625 Eye Street, NW		Washington	DC	20006	202-383-5300	202-383-5414	tierman@omm.com	Special Labor Counsel
Pension Benefit Guaranty	Tom A. German, Nacher Ganger	1020 Lyc Olicci, 1444		**aoriii gtori	50	20000	202 000 0000	202 000 0414	german@omm.com	Counsel to Pension Benefit
Corporation	Jeffrey Cohen	1200 K Street, N.W.	Suite 340	Washington	DC	20005	202-326-4020	202-326-4112	efile@pbgc.gov	Guaranty Corporation
Pension Benefit Guaranty										Chief Counsel to the Pension
Corporation	Ralph L. Landy	1200 K Street, N.W.	Suite 340	Washington	DC	20005-4026	2023264020	2023264112	landy.ralph@pbgc.gov	Benefit Guaranty Corporation
										Counsel to Freescale
										Semiconductor, Inc., f/k/a Motorola
Phillips Nizer LLP	Sandra A. Riemer	666 Fifth Avenue		New York	NY	10103	212-841-0589	212-262-5152	sriemer@phillipsnizer.com	Semiconductor Systems
		1251 Avenue of the								
Rothchild Inc.	David L. Resnick	Americas		New York	NY	10020	212-403-3500	212-403-5454	david.resnick@us.rothschild.com	Financial Advisor
		1270 Avenue of the								Counsel to Murata Electronics North America, Inc.; Fujikura
Seyfarth Shaw LLP	Robert W. Dremluk	Americas	Suite 2500	New York	NY	10020-1801	2122185500	2122185526	rdremluk@seyfarth.com	America, Inc.
Ocylarui Oliaw EEI	Trobert VV. Breman	Americas	Cuite 2000	ITOW TOIK		10020 1001	2122100000	2122100020	dbartner@shearman.com	Attenda, me.
Shearman & Sterling LLP	Douglas Bartner, Jill Frizzley	599 Lexington Avenue		New York	NY	10022	212-8484000	212-848-7179	ifrizzlev@shearman.com	Local Counsel to the Debtors
oneaman a eterming EE	Deaglad Bartrer, em i inzelej	Doo Loxington / trondo		11011 10111		.0022	2.20.0.000	2.20.070	kziman@stblaw.com	
	Kenneth S. Ziman, Robert H.								rtrust@stblaw.com	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan
Simpson Thatcher & Bartlett LLF		425 Lexington Avenue		New York	NY	10017	212-455-2000	212-455-2502	wrussell@stblaw.com	Chase Bank, N.A.
		gioni nanaa							ibutler@skadden.com	
Skadden, Arps, Slate, Meagher	John Wm. Butler, John K. Lyons,								jlyonsch@skadden.com	
& Flom LLP	Ron E. Meisler	333 W. Wacker Dr.	Suite 2100	Chicago	IL	60606	312-407-0700	312-407-0411	rmeisler@skadden.com	Counsel to the Debtor
Skadden, Arps, Slate, Meagher	Kayalyn A. Marafioti, Thomas J.			- manga	-				kmarafio@skadden.com	
& Flom LLP	Matz	4 Times Square	P.O. Box 300	New York	NY	10036	212-735-3000	212-735-2000	tmatz@skadden.com	Counsel to the Debtor
									and a low of the desired of the low of the l	Counsel to Movant Retirees and
Spencer Fane Britt & Browne		1 North Brentwood								Proposed Counsel to The Official
LLP	Daniel D. Doyle	Boulevard	Tenth Floor	St. Louis	МО	63105	314-863-7733	314-862-4656	ddoyle@spencerfane.com	Committee of Retirees
Spencer Fane Britt & Browne		1 North Brentwood								Counsel to Movant Retirees and Proposed Counsel to The Official
LLP	Nicholas Franke	Boulevard	Tenth Floor	St. Louis	МО	63105	314-863-7733	314-862-4656	nfranke@spencerfane.com	Committee of Retirees
	Chester B. Salomon, Constantine				1				cp@stevenslee.com	
Stevens & Lee, P.C.	D. Pourakis	485 Madison Avenue	20th Floor	New York	NY	10022	2123198500	2123198505	cs@stevenslee.com	Counsel to Wamco, Inc.
Togut, Segal & Segal LLP	Albert Togut	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	altogut@teamtogut.com	Conflicts Counsel to the Debtors
-0-0-1-0					1	1				Proposed Conflicts Counsel to the
			301 Commerce					1		Official Committee of Unsecured
Warner Stevens, L.L.P.	Michael D. Warner	1700 City Center Tower II	Street	Fort Worth	TX	76102	817-810-5250	817-810-5255	mwarner@warnerstevens.com	Creditors
Moil Catabal 9 Manager 11 D	Honroy D. Millor	767 Fifth Avenue		Now Varia	NIV	10153	242 240 0500	212 210 0077	hanyov millor@woi! com	Counsel to General Motors
Weil, Gotshal & Manges LLP	Harvey R. Miller	767 Fifth Avenue		New York	NY	10153	212-310-8500	212-310-8077	harvey.miller@weil.com	Corporation Counsel to General Motors
Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	jeff.tanenbaum@weil.com	Corporation
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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	martin.bienenstock@weil.com	Corporation
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	michael.kessler@weil.com	Corporation
			1100 North							Creditor Committee
Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	Market Street	Wilmington	DE	19890	302-636-6058	302-636-4143	scimalore@wilmingtontrust.com	Member/Indenture Trustee

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2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Counsel to SANLUIS Rassini
Ajamie LLP	Thomas A. Ajamie	711 Louisiana	Suite 2150	Houston	TX	77002		712 960 1600	713-860-1699	tajamie@ajamie.com	International, Inc.; Rassini, S.A. de C.V.
Akin Gump Strauss Hauer & Feld	,	7 I I Louisialla	Suite 2150	Houston	17	77002		713-600-1000	7 13-600-1099	tajamie@ajamie.com	C.V.
LLP	Peter J. Gurfein	2029 Centure Park East	Suite 2400	Los Angeles	CA	90067		310-552-6696	310-229-1001	pgurfein@akingump.com	Counsel to Wamco, Inc.
Allen Matkins Leck Gamble &	i didi di dandin	Zozo contaro i ant zact	Cuito 2 100	2007 II.go.00	0,1	00001		0.0002 0000	0.0220.00.	p qui rom (ac arm qui rip room	Councer to Trainies, inc.
Mallory LLP	Michael S. Greger	1900 Main Street	Fifth Floor	Irvine	CA	92614-7321		949-553-1313	949-553-8354	mgreger@allenmatkins.com	Counsel to Kilroy Realty, L.P.
											Counsel to Cadence Innovation,
Alston & Bird, LLP	Craig E. Freeman	90 Park Avenue		New York	NY	10016		212-210-9400	212-922-3891	craig.freeman@alston.com	LLC
	Dennis J. Connolly; David	l .				00000		101 001 7000	404 050 0554	dconnolly@alston.com	Counsel to Cadence Innovation,
Alston & Bird, LLP	A. Wender	1201 West Peachtree Street		Atlanta	GA	30309		404-881-7269	404-253-8554	dwender@alston.com	LLC Depresentative for Ambrelo
Ambrake Corporation	Brandon J. Kessinger	300 Ring Road		Elizabethtown	KY	42701		270-234-5428	270-737-3044	bkessinger@akebono-usa.com	Representative for Ambrake
American Axle & Manufacturing,	Diandon 5. Nessinger	One Dauch Drive, Mail Code		Liizabctittowii	IXI	42701		270-254-5420	210-131-3044	bkcssinger@akebono-asa.com	Representative for American Axle
Inc.	Steven R. Keyes	6E-2-42		Detroit	МІ	48243		313-758-4868		steven.keves@aam.com	& Manufacturing, Inc.
											Counsel to ITW Mortgage
Andrews Kurth LLP	Gogi Malik	1717 Main Street	Suite 3700	Dallas	TX	75201		214-659-4400	214-659-4401	gogimalik@andrewskurth.com	Investments IV, Inc.
											Counsel to ITW Mortgage
Andrews Kurth LLP	Monica S. Blacker	1717 Main Street	Suite 3700	Dallas	TX	75201		214-659-4400		mblacker@andrewskurth.com	Investments IV, Inc.
Angelo, Gordon & Co.	Leigh Walzer	245 Park Avenue	26th Floor	New York	NY	10167		212-692-8251	212-867-6395	lwalzer@angelogordon.com	
Anglin, Flewelling, Rasmussen,											Counsel to Stanley Electric Sales
Campbell & Trytten, LLP	Mark T. Flewelling	199 South Los Robles Avenue	e Suite 600	Pasadena	CA	91101-2459		626-535-1900	626-577-7764	mtf@afrct.com	of America. Inc.
Campbell a Trytteri, EEI	Mark 1.1 lewelling	100 Court Eos (Cobics) (Venus	c cuite coo	i doddciid	0/1	01101 2400		020 000 1000	020 011 1101	maganot.com	Counsel to Pullman Bank and
Arent Fox PLLC	Mitchell D. Cohen	1675 Broadway		New York	NY	10019		212-484-3900	212-484-3990	Cohen.Mitchell@arentfox.com	Trust Company
											Counsel to Pullman Bank and
Arent Fox PLLC	Robert M. Hirsh	1675 Broadway		New York	NY	10019		212-484-3900	212-484-3990	Hirsh.Robert@arentfox.com	Trust Company
											Counsel to Daishinku (America)
											Corp. d/b/a KDS America
AII O-Id O I I D	Daniel O. Landella	474 47th Charact NIM	Oit- 0400	A 41 = 4 =	0.4	20202 4024		404 070 0400	404 070 0404	d-dd:-8	("Daishinku"), SBC
Arnall Golden Gregory LLP	Darryl S. Laddin	171 17th Street NW	Suite 2100	Atlanta	GA	30363-1031		404-873-8120	404-873-8121	dladdin@agg.com	Telecommunications, Inc. (SBC) Counsel to CSX Transportation,
Arnold & Porter LLP	Joel M. Gross	555 Twelfth Street, N.W.		Washington	D.C.	20004-1206		202-942-5000	202-942-5999	joel gross@aporter.com	Inc.
ATS Automation Tooling Systems				Tracimigton.	5.0.	20001 1200		202 0 12 0000	202 0 12 0000	cgalloway@atsautomation.co	
Inc.	Carl Galloway	250 Royal Oak Road		Cambridge	Ontario	N3H 4R6	Canada	519-653-4483	519-650-6520	<u>m</u>	Company
Barack, Ferrazzano, Kirschbaum											
Perlman, & Nagelberg LLP	Kimberly J. Robinson	333 West Wacker Drive	Suite 2700	Chicago	IL	60606		312-629-5170	312-984-3150	kim.robinson@bfkpn.com	Counsel to Motion Industries, Inc.
Daniel Francisco Kincella											
Barack, Ferrazzano, Kirschbaum Perlman, & Nagelberg LLP	William J. Barrett	333 West Wacker Drive	Suite 2700	Chicago		60606		312 620 5170	312-984-3150	william.barrett@bfkpn.com	Counsel to Motion Industries, Inc.
rennan, & Nageberg LLF	William J. Danell	333 West Wacker Drive	Suite 2700	Criicago	IL.	00000		312-029-3170	312-904-3130	William.barrett@bikpin.com	Counsel to Mays Chemical
Barnes & Thornburg LLP	Alan K. Mills	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	alan.mills@btlaw.com	Company
							1				Counsel to Priority Health; Clarion
Barnes & Thornburg LLP	John T. Gregg	300 Ottawa Avenue, NW	Suite 500	Grand Rapids	MI	49503		616-742-3930	626-742-3999	john.gregg@btlaw.com	Corporation of America
											Counsel to Clarion Corporation of
Barnes & Thornburg LLP	Mark R. Owens	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	mark.owens@btlaw.com	America
											Counsel to Gibbs Die Casting
Barnes & Thornburg LLP	Michael K. McCrory	11 S. Meridian Street		Indianapolis	IN	46204		317 236 1212	317-231-7433	michael.mccrory@btlaw.com	Corporation; Clarion Corporation o America
Dames & Hombury LLF	IVIICITAEL N. IVICCIUTY	11 3. Wellulali Street		inulariapolis	ilN	70204	1	317-230-1313	311-231-1433	michael.mcciory(@btiaw.com	Counsel to Armada Rubber
											Manufacturing Company, Bank of
											America Leasing & Leasing &
											Capital, LLC, & AutoCam
Barnes & Thornburg LLP	Patrick E. Mears	300 Ottawa Avenue, NW	Suite 500	Grand Rapids	MI	49503		616-742-3936	616-742-3999	pmears@btlaw.com	Corporation
				1							Counsel to Gibbs Die Casting
Barnes & Thornburg LLP	Wendy D. Brewer	11 S. Meridian Street		Indianapolis	IN	46204		317-236-1313	317-231-7433	wendy.brewer@btlaw.com	Corporation

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2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Counsel to Iron Mountain
Bartlett Hackett Feinberg P.C.	Frank F. McGinn	155 Federal Street	9th Floor	Boston	MA	02110		617-422-0200	617-422-0383	ffm@bostonbusinesslaw.com	Information Management, Inc.
D 1 055	T. M.D.	20.14	0 11 000			10010		705 040 4000	705 040 4000		Counsel to Madison County
Beeman Law Office	Thomas M Beeman	33 West 10th Street	Suite 200	Anderson	IN	46016		765-640-1330	765-640-1332	tom@beemanlawoffice.com	(Indiana) Treasurer
Bernstein Litowitz Berger & Grossman	Hannah E. Greenwald	1285 Avenue of the Americas		New York	NY	10019		212-554-1411	2125541444	hannah@blbqlaw.com	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
Bernstein Litowitz Berger & Grossman	John P. Coffey	1285 Avenue of the Americas		New York	NY	10019		212-554-1409	2125541444	sean@blbglaw.com	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
											Counsel to SANLUIS Rassini
Bernstein Litowitz Berger &	NA II A OI	1005 4 511 4 :			ND7	10010		040 554 4400	040 554 4444		International, Inc.; Rassini, S.A. de
Grossman	Wallace A. Showman	1285 Avenue of the Americas		New York	NY	10019		212-554-1429	212-554-1444	wallace@blbglaw.com	C.V. Counsel to UPS Supply Chain
Bialson, Bergen & Schwab	Kenneth T. Law, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	650-494-2738	klaw@bbslaw.com	Solutions, Inc
Bialson, Bergen & Schwab	Lawrence M. Schwab, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	650-494-2738	lschwab@bbslaw.com	Counsel to UPS Supply Chain Solutions, Inc.; Solectron Corporation; Solectron De Mexico SA de CV; Solectron Invotronics; Coherent, Inc.; Veritas Software Corporation
Bialson, Bergen & Schwab	Patrick M. Costello, Esq.	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	650-494-2738	pcostello@bbslaw.com	Solectron Corporation; Solectron de Mexico SA de CV; Solectron Invotronics and Coherent, Inc. Counsel to Veritas Software
Bialson, Bergen & Schwab	Thomas M. Gaa	2600 El Camino Real	Suite 300	Palo Alto	CA	94306		650-857-9500	650-494-2738	tgaa@bbslaw.com	Corporation
Bingham McHale LLP	John E Taylor Michael J Alerding Whitney L Mosby	10 West Market Street	Suite 2700 1201 Market Street,	Indianapolis	IN	46204		317-635-8900	317-236-9907	itaylor@binghammchale.com malerding@binghammchale.co m wmosby@binghammchale.co m	Counsel to Universal Tool & Engineering co., Inc. and M.G. Corporation
Blank Rome LLP	Bonnie Glantz Fatell	Chase Manhattan Centre	Suite 800	Wilmington	DE	19801		302-425-6423	302-428-5110	fatell@blankrome.com	Counsel to Special Devices, Inc.
			405 Lexington								Counsel to DENSO International
Blank Rome LLP	Marc E. Richards	The Chrylser Building	Avenue	New York	NY	10174		212-885-5000	212-885-5002	mrichards@blankrome.com	America, Inc.
Bodman LLP	Ralph E. McDowell	100 Renaissance Center	34th Floor	Detroit	MI	48243				rmcdowell@bodmanllp.com	Counsel to Freudenberg-NOK; General Partnership; Freudenberg- NOK, Inc.; Flextech, Inc.; Vibracoustic de Mexico, S.A. de C.V.; Lear Corporation; American Axle & Manufacturing, Inc. Counsel to Marquardt GmbH and Marquardt Switches, Inc.; Tessy
Bond, Schoeneck & King, PLLC	Camille W. Hill	One Lincoln Center	18th Floor	Syracuse	NY	13202		315-218-8000	315-218-8100	chill@bsk.com	Plastics Corp.
Bond, Schoeneck & King, PLLC	Charles J. Sullivan	One Lincoln Center	18th Floor	Syracuse	NY	13202		315-218-8000	315-218-8100	csullivan@bsk.com	Counsel to Diemolding Corporation

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
COMP FIFT	oon mo	ABBRESSI	ADDITEOUL	0111	0171.12		Johnny	HONE	1700		Counsel to Marguardt GmbH and
											Marguardt Switches, Inc.; Tessy
											Plastics Corp; Diemolding
Bond, Schoeneck & King, PLLC	Stephen A. Donato	One Lincoln Center	18th Floor	Syracuse	NY	13202		315-218-8000	315-218-8100	sdonato@bsk.com	Corporation
											Counsel to Decatur Plastics
											Products, Inc. and Eikenberry & Associates, Inc.; Lorentson
											Manufacturing, Company, Inc.;
											Lorentson Tooling, Inc.; L & S
Bose McKinney & Evans LLP	Jeannette Eisan Hinshaw	135 N. Pennslyvania Street	Suite 2700	Indianapolis	IN	46204		317-684-5296	317-684-5173	jhinshaw@boselaw.com	Tools, Inc.; Hewitt Tool & Die, Inc.
		, , , , , , , , , , , , , , , , , , , ,									Counsel to Calsonic Kansei North
Boult, Cummings, Conners &		1600 Division Street, Suite									America, Inc.; Calsonic Harrison
Berry, PLC	Austin L. McMullen	700	PO Box 34005	Nashville	TN	37203		615-252-2307	615-252-6307	amcmullen@bccb.com	Co., Ltd.
											Counsel to Calsonic Kansei North
Boult, Cummings, Conners &		1600 Division Street, Suite									America, Inc.; Calsonic Harrison
Berry, PLC	Roger G. Jones	700	PO Box 34005	Nashville	TN	37203		615-252-2307			Co., Ltd.
Brembo S.p.A.	Massimilliano Cini	Administration Department via Brembo 25	24035 Curno BG	Dargama			Italy	00039-035-605 529	671	massimiliano cini@brembo.it	Creditor
Brembo S.p.A.	Massimiliano Cini	Brembo 25	24033 Cullio BG	Bergamo			Italy	529	071	massimiliano cinicoprembolic	Creditor
Brown & Connery, LLP	Donald K. Ludman	6 North Broad Street		Woodbury	NJ	08096		856-812-8900	856-853-9933	dludman@brownconnery.com	Counsel to SAP America, Inc.
Buchalter Nemer, A Profesional	Donaid IV. Eddinaii	o Horar Broad Circui		rroodbury	140	00000		000 012 0000	000 000 0000	diddridrigg, browncomiery, som	Counsel to Oracle USA, Inc.;
Corporation	Shawn M. Christianson	333 Market Street	25th Floor	San Francisco	CA	94105-2126		415-227-0900	415-227-0770	schristianson@buchalter.com	Oracle Credit Corporation
·									(205) 244-		Counsel to Mercedes-Benz U.S.
Burr & Forman LLP	Michael Leo Hall	420 North Twentieth Street	Suite 3100	Birmingham	AL	35203		(205) 458-5367	5651	mhall@burr.com	International, Inc
										jonathan.greenberg@BASF.C	
Cahill Gordon & Reindel LLP	Jonathan Greenberg	80 Pine Street		New York	NY	10005		212-701-3000	732-205-6777	<u>OM</u>	Counsel to Engelhard Corporation
Cahill Gordon & Reindel LLP	Robert Usadi	80 Pine Street		New York	NY	10005		212 701 2000	212 260 5420	rusadi@cahill.com	Counsel to Engelhard Corporation
Carilli Gordon & Reinder LLF	Robert Osaul	ou Fille Street		New TOIK	INT	10003		212-701-3000	212-209-3420	Tusadi@cariii.com	Courise to Engernard Corporation
		1400 McDonald Investment									Counsel to Brush Engineered
Calfee, Halter & Griswold LLC	Jean R. Robertson, Esq.	Ctr	800 Superior Ave	Cleveland	ОН	44114		216-622-8404	216-241-0816	irobertson@calfee.com	materials
,											Counsel to Computer Patent
											Annuities Limited Partnership,
											Hydro Aluminum North America,
											Inc., Hydro Aluminum Adrian, Inc.,
											Hydro Aluminum Precision Tubing
											NA, LLC, Hydro Alumunim Ellay
											Enfield Limited, Hydro Aluminum Rockledge, Inc., Norsk Hydro
											Canada, Inc., Emhart
											Technologies LLL and Adell
Calinoff & Katz, LLp	Dorothy H. Marinis-Riggio	140 East 45th Street	17th Floor	New York	NY	10017		212-826-8800	212-644-5123	driggio@candklaw.com	Plastics, Inc.
	,										Counsel to Cascade Die Casting
Carson Fischer, P.L.C.	Robert A. Weisberg	300 East Maple Road	Third Floor	Birmingham	MI	48009-6317		248-644-4840	248-644-1832	rweisberg@carsonfischer.com	Group, Inc.
											Counsel to STMicroelectronics,
Carter Ledyard & Milburn LLP	Aaron R. Cahn	2 Wall Street		New York	NY	10005		212-732-3200	212-732-3232	cahn@clm.com	Inc.
Chadhaurna 9 D-d-11 D	Develop Devitority Co	20 Dealesfaller Di		Now Verl	NIV	10112		242 402 5462	040 544 5000	ddautach @ahadhaaa	Counsel to EagleRock Capital
Chadbourne & Parke LLP	Douglas Deutsch, Esq.	30 Rockefeller Plaza		New York	NY	10112		212-408-5100	212-541-5369	ddeutsch@chadbourne.com	Management, LLC
											Counsel to 1st Choice Heating & Cooling, Inc.; BorgWarner Turbo
											Systems Inc.; Metaldyne
Clark Hill PLC	Joel D. Applebaum	500 Woodward Avenue	Suite 3500	Detroit	МІ	48226-3435		313-965-8300	313-965-8252	japplebaum@clarkhill.com	Company, LLC
-	- P.P										Counsel to BorgWarner Turbo
											Systems Inc.; Metaldyne
Clark Hill PLC	Shannon Deeby	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435		313-965-8300	313-965-8252	sdeeby@clarkhill.com	Company, LLC
				-		· · · · · ·					

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Counsel to ATS Automation
Clark Hill PLLC	Robert D. Gordon	500 Woodward Avenue	Suite 3500	Detroit	MI	48226-3435		313-965-8572	313-965-8252	rgordon@clarkhill.com	Tooling Systems Inc. Counsel to Arneses Electricos
Cleary Gottlieb Steen & Hamilton											Automotrices, S.A.de C.V.;
LLP	Deborah M. Buell	One Liberty Plaza		New York	NY	10006		212-225-2000	212-225-3999	maofiling@cgsh.com	Cordaflex, S.A. de C.V.
											Counsel to Bear, Stearns, Co. Inc.; Citigroup, Inc.; Credit Suisse First
											Boston; Deutsche Bank Securities,
											Inc.; Goldman Sachs Group, Inc.;
											JP Morgan Chase & Co.; Lehman
											Brothers, Inc.; Merrill Lynch & Co.;
Cleary, Gottlieb, Steen &											Morgan Stanley & Co., Inc.; UBS
Hamilton LLP	James L. Bromley	One Liberty Plaza		New York	NY	10006		212-225-2000	212-225-3999	maofiling@cgsh.com	Securities, LLC
Cohen & Grigsby, P.C.	Thomas D. Maxson	11 Stanwix Street	15th Floor	Pittsburgh	PA	15222-1319		412-297-4706	412-209-1837	tmaxson@cohenlaw.com	Counsel to Nova Chemicals, Inc.
											Counsel to International Union,
	1 1 <i>\ (</i>									: ::	United Automobile, Areospace and
Cohen. Weiss & Simon LLP	Joseph J. Vitale Babette Ceccotti	330 West 42nd Street		New York	NY	10036		212-356-0238	646-473-8238	ivitale@cwsny.com bceccotti@cwsny.com	Agriculture Implement Works of America (UAW)
Concil, Weiss & Cimon EE	Dabette Occootti	330 West 4211d Street		IVCW TOTA	IVI	10000		212-330-0230	040-475-0250	bcccottit@cwarry.com	Counsel to Floyd Manufacturing
Cohn Birnbaum & Shea P.C.	Scott D. Rosen, Esq.	100 Pearl Street, 12th Floor		Hartford	CT	06103		860-493-2200	860-727-0361	srosen@cb-shea.com	Co., Inc.
Conlin, McKenney & Philbrick,											
P.C.	Bruce N. Elliott	350 South Main Street	Suite 400	Ann Arbor	MI	48104		734-971-9000	734-971-9001	Elliott@cmplaw.com	Counsel to Brazeway, Inc.
Connolly Bove Lodge & Hutz LLP	Jeffrey C. Wisler, Esq.	1007 N. Orange Street	P.O. Box 2207	Wilmington	DE	19899		302-658-9141	302-658-0380	iwisler@cblh.com	Counsel to ORIX Warren, LLC
		•									
									000 000 1077		
								203-862-8200	203-629-1977	mlee@contrariancapital.com istanton@contrariancapital.co	
								203-002-0200		m	
Contrarian Capital Management,	Mark Lee, Janice Stanton	1,							(203) 629-	wraine@contrariancapital.com	Counsel to Contrarian Capital
L.L.C.	Bill Raine, Seth Lax	411 West Putnam Avenue	Suite 225	Greenwich	СТ	06830		(230) 862-8231	1977	solax@contrariancapital.com	Management, L.L.C.
											Counsel to Harco Industries, Inc.;
Coolidge, Wall, Womsley &											Harco Brake Systems, Inc.; Dayton
Lombard Co. LPA	Ronald S. Pretekin	33 West First Street	Suite 600	Dayton	ОН	45402		937-223-8177	937-223-6705	Pretekin@coollaw.com	Supply & Tool Coompany
0 11 14/11/14/ 1 0											Counsel to Harco Industries, Inc.;
Coolidge, Wall, Womsley & Lombard Co. LPA	Sylvie J. Derrien	33 West First Street	Suite 600	Dayton	ОН	45402		037 223 8177	037 223 6705	derrien@coollaw.com	Harco Brake Systems, Inc.; Dayton Supply & Tool Coompany
Lonibard Co. LF A	Sylvie J. Demen	33 West i list Street	300 CCC Building.	Dayton	OH	43402		937-223-0177	937-223-0703	demen@cooliaw.com	Paralegal/Counsel to Cornell
Cornell University	Nancy H. Pagliaro	Office of University Counsel	Garden Avenue	Ithaca	NY	14853-2601		607-255-5124	607-254-3556	nhp4@cornell.edu	University
Covington & Burling	Susan Power Johnston	1330 Avenue of the Americas		New York	NY	10019	1	212-841-1005	646-441-9005	sjohnston@cov.com	Special Counsel to the Debtor Counsel to Nisshinbo Automotive
Cox, Hodgman & Giarmarco, P.C.	Sean M. Walsh, Esq.	Tenth Floor Columbia Center	101 W. Big Beaver Road	Troy	МІ	48084-5280		248-457-7000	248-457-7001	swalsh@chglaw.com	Counsel to Nissnindo Automotive Corporation
	Coa W. Walon, Loq.	I loor Goldmoid Geliter		,	1411	.5004 0200		2.5 407 7000	2.3 407 7301	STATE OF THE PARTY	Counsel to SPS Technologies,
											LLC; NSS Technologies, Inc.; SPS
	L										Technologies Waterford Company;
Curtin & Heefner, LLP	Daniel P. Mazo	250 N. Pennslyvania Avenue		Morrisville	PA	19067		215-736-2521	215-736-3647	dpm@curtinheefner.com	Greer Stop Nut, Inc.
											Counsel to SPS Technologies, LLC; NSS Technologies, Inc.; SPS
											Technologies Waterford Company;
Curtin & Heefner, LLP	Robert Szwajkos	250 N. Pennslyvania Avenue		Morrisville	PA	19067		215-736-2521	215-736-3647	rsz@curtinheefner.com	Greer Stop Nut, Inc.
	l										Counsel to Relco, Inc.; The
Damon & Morey LLP	William F. Savino	1000 Cathedral Place	298 Main Street	Buffalo	NY	14202-4096		716-856-5500	716-856-5510	wsavino@damonmorey.com	Durham Companies, Inc.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Counsel to Marshall E. Campbell
Day Pitney LLP	Richard M. Meth	P.O. Box 1945		Morristown	NJ	07962-1945		973-966-6300	973-966-1015	rmeth@daypitney.com	Company
											Counsel to IBJTC Business Credit
	Danield C. Danielan									-tt	Corporation, as successor to IBJ
Day Bitaay II B	Ronald S. Beacher Conrad K. Chiu	7 Times Causes		Now York	NY	10036		242 207 5000	212-916-2940	rbeacher@daypitney.com cchiu@daypitney.com	Whitehall Business Credit
Day Pitney LLP	Conrad K. Chiu	7 Times Square		New York	INT	10036		212-297-3000	212-910-2940	ccniu@daypitney.com	Corporation Counsel to Denso International
Denso International America, Inc.	Carol Sowa	24777 Denso Drive		Southfield	MI	48086		248-372-8531	248-350-7772	carol_sowa@denso-diam.com	America, Inc.
Denoe international / tinenoa, inc.	Odroi Odwa	24777 Belied Blive		Coutinicia	1011	10000		240 072 0001	240 000 1112	amina.maddox@dol.lps.state.n	Deputy Attorney General - State of
Deputy Attorney General	Amina Maddox	R.J. Hughes Justice Complex	P.O. Box 106	Trenton	NJ	08625		609-984-0183	609-292-6266	i.us	New Jersey
											Counsel to Tyz-All Plastics, Inc.;
											Furukawa Electric North America
											APD; and Co-Counsel to Tower
DiConza Law, P.C.	Gerard DiConza, Esq.	630 Third Avenue, 7th Floor		New York	NY	10017		212-682-4940	212-682-4942	gdiconza@dlawpc.com	Automotive, Inc.
						.=					Counsel to The Procter & Gamble
Dinsmore & Shohl LLP	John Persiani	1900 Chemed Center	255 East Fifth Street	Cincinnati	OH	45202		513-977-8200	513-977-8141	john.persiani@dinslaw.com	Company
DLA Piper Rudnick Gray Cary US	Richard M. Kremen										Counsel to Constellation NewEnergy, Inc. & Constellation
LLP	Ruark	The Marbury Building	6225 Smith Avenue	Raltimore	Maryland	21209-3600		410-580-3000	410-580-3001	richard.kremen@dlapiper.com	NewEnergy - Gas Division, LLC
LLI	ruark	The Marbary Ballaring	0223 Omiti Avenue	Daitimore	iviai yiaria	21203-3000		410-300-3000	410-300-3001	пснагаженена даррет.сон	NewEnergy - Gas Bivision, ELG
	Maura I. Russell										
Dreier LLP	Wendy G. Marcari	499 Park Ave	14th FI	New York	NY	10022		212-328-6100	212-652-3863	jguerrier@dreierllp.com	Counsel to SPCP Group LLC
											Counsel to Penske Truck Leasing
Drinker Biddle & Reath LLP	Andrew C. Kassner	18th and Cherry Streets		Philadelphia	PA	19103		215-988-2700	215-988-2757	andrew.kassner@dbr.com	Co., L.P.
											Counsel to Penske Truck Leasing
D: 1	D :1D 4	101 101 01 1		DUT LILL	-	10100		045 000 0700	045 000 0757		Co., L.P. and Quaker Chemical
Drinker Biddle & Reath LLP	David B. Aaronson	18th and Cherry Streets		Philadelphia	PA	19103		215-988-2700	215-988-2757	david.aaronson@dbr.com	Corporation
											Counsel to NDK America,
											Inc./NDK Crystal, Inc.; Foster
											Electric USA, Inc.; JST
											Corporation; Nichicon (America)
											Corporation; Taiho Corporation of
											America; American Aikoku Alpha,
											Inc.; Sagami America, Ltd.; SL
											America, Inc./SL Tennessee, LLC;
Duane Morris LLP	Joseph H. Lemkin	744 Broad Street	Suite 1200	Newark	NJ	07102		973-424-2000	973-424-2001	jhlemkin@duanemorris.com	and Hosiden America Corporation
Duane Morris LLP	Margery N. Reed, Esq.	30 South 17th Street		Philadelphia	PA	19103-4196		215 070 1000	215-979-1020	dmdelphi@duanemorris.com	Counsel to ACE American Insurance Company
Dualle Mollis LLF	ivialgely IV. Reed, ESq.	30 South 17th Street		Fillaueipilla	FA	19103-4190		213-979-1000	215-979-1020	wmsimkulak@duanemorris.com	Counsel to ACE American
Duane Morris LLP	Wendy M. Simkulak, Esq	30 South 17th Street		Philadelphia	PA	19103-4196		215-979-1000	215-979-1020	m	Insurance Company
Duallo Mollio EE	Trondy III. Olimidak, 204	. Co Count II at Calcat		· ····································		10.00 1.00		2.0 0.0 .000	2.0 0.0 .020		modranios company
Eckert Seamans Cherin & Mellott										mbusenkell@eckertseamans.c	Counsel to Chicago Miniature
LLC	Michael G. Busenkell	300 Delaware Avenue	Suite 1360	Wilmington	DE	19801		302-425-0430	302-425-0432	<u>om</u>	Optoelectronic Technologies, Inc.
Electronic Data Systems											Representattive for Electronic Data
Corporation	Ayala Hassell	5400 Legacy Dr.	Mail Stop H3-3A-05	Plano	TX	75024		212-715-9100	212-715-8000	ayala.hassell@eds.com	Systems Corporation
5. O		0001 1 4 00" 5"				70440					Assistant General Counsel to
Entergy Services, Inc.	Alan H. Katz	639 Loyola Ave 26th Fl		New Orleans	LA	70113				akatz@entergy.com	Entergy Services, Inc
Erman, Teicher, Miller, Zucker &	David H. Ercadman	400 Collorio Officentro	Sto. 444	Couthfield	МІ	48034		240 027 4400	240 027 4400	dfreedman@ermanteicher.com	Counsel to Doshi Prettl International, LLC
Freedman, P.C. Ettelman & Hochheiser, P.C.	David H. Freedman Gary Ettelman	400 Galleria Officentre c/o Premium Cadillac	Ste. 444 77 Main Street	Southfield New Rochelle	NY	10801			248-827-4106 516-227-6307	gettelman@e-hlaw.com	Counsel to Jon Ballin
Literman & Hournesser, P.C.	Gary Ellelillall	GO FTEITHUITI Caulliac	i i Walli Street	INEW RUCHEILE	INT	10001		310-221-0300	310-221-0301	getterman(we-maw.com	Counsel to Aluminum International.
Fagel Haber LLC	Gary E. Green	55 East Monroe	40th Floor	Chicago	IL	60603		312-346-7500	312-580-2201	ggreen@fagelhaber.com	Inc.
	. ,										Counsel to Aluminum International,
Fagel Haber LLC	Lauren Newman	55 East Monroe	40th Floor	Chicago	lu .	60603		312-346-7500	312-580-2201	Inewman@fageIhaber.com	Inc.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
	Charles J. Filardi, Jr.,										Counsel to Federal Express
Filardi Law Offices LLC	Esq.	65 Trumbull Street	Second Floor	New Haven	CT	06510		203-562-8588	866-890-3061	charles@filardi-law.com	Corporation
Finkel Goldstein Rosenbloom &	·										Counsel to Pillarhouse (U.S.A.)
Nash LLP	Ted J. Donovan	26 Broadway	Suite 711	New York	NY	10004		212-344-2929	212-422-6836	tdonovan@finkgold.com	Inc.
		500 Woodward Ave Suite									
Foley & Lardner LLP	David G Dragich	2700		Detroit	MI	48226-3489			313-234-2800		Counsel to Intermet Corporation
Foley & Lardner LLP	Jill L. Murch	321 North Clark Street	Suite 2800	Chicago	IL	60610-4764		312-832-4500	312-832-4700	jmurch@foley.com	Counsel to Kuss Corporation
Foley & Lardner LLP	John A. Simon	One Detroit Center	500 Woodward Ave Suite 2700	Detroit	МІ	48226-3489		313-234-7100	212 224 2000	jsimon@foley.com	Counsel to Ernst & Young LLP
Foley & Lardner LLP	Michael P. Richman	90 Park Avenue	37th Floor	New York	NY	10016-1314		212-682-7474			Counsel to Ernst & Young LLP
r oley & Earther EEr	Wilchaci i . Noriman	30 Talk Avenue	3711111001	INCW TOTA	141	10010-1314		212-002-1414	212-001-2525	minoriman@ioicy.com	Counsel to M&Q Plastic Products,
Fox Rothschild LLP	Fred Stevens	13 East 37th Street	Suite 800	New York	NY	10016		212-682-7575	212-682-4218	fstevens@foxrothschild.com	Inc.
											Counsel to M&Q Plastic Products,
Fox Rothschild LLP	Michael J. Viscount, Jr.	1301 Atlantic Avenue	Suite 400	Atlantic City	NJ	08401-7212		609-348-4515	609-348-6834	mviscount@foxrothschild.com	Inc.
											Counsel to Southwest Metal
Frederick T. Rikkers		419 Venture Court	P.O. Box 930555	Verona	WI	53593		608-848-6350	608-848-6357	ftrikkers@rikkerslaw.com	Finishing, Inc.
L											Counsel to Southwest Research
Fulbright & Jaworski LLP	David A Rosenzweig	666 Fifth Avenue		New York	NY	10103-3198		212-318-3000	212-318-3400	drosenzweig@fulbright.com	Institute
Full-right 0 January H. I. D.	Mishael M Dades	200 0		0 4-4	TV	70005		040 004 5575	040 070 7005		Counsel to Southwest Research
Fulbright & Jaworski LLP	Michael M Parker	300 Convent St Ste 2200		San Antonio	TX	78205		210-224-5575	210-270-7205	mparker@fulbright.com	Institute
Gibbons P.C.	David N. Crapo	One Gateway Center		Newark	NJ	07102-5310		073 506 4523	973-639-6244	dcrapo@gibbonslaw.com	Counsel to Epcos, Inc.
Goldberg, Stinnett, Meyers &	David N. Crapo	One Galeway Certier		INCWAIN	INU	07 102-3310		973-390-4323	973-039-0244	dcrapo@globorislaw.com	Course to Epcos, Inc.
Davis	Merle C. Meyers	44 Montgomery Street	Suite 2900	San Francisco	CA	94104		415-362-5045	415-362-2392	mmeyers@gsmdlaw.com	Counsel to Alps Automotive, Inc.
		Transferred years									
Goodwin Proctor LLP	Allan S. Brilliant	599 Lexington Avenue		New York	NY	10022		212-813-8800	212-355-3333	abrilliant@goodwinproctor.com	Counsel to UGS Corp.
Goodwin Proctor LLP	Craig P. Druehl	599 Lexington Avenue		New York	NY	10022		212-813-8800	212-355-3333	cdruehl@goodwinproctor.com	Counsel to UGS Corp.
Gorlick, Kravitz & Listhaus, P.C.	Barbara S. Mehlsack	17 State Street	4th Floor	New York	NY	10004		212-269-2500	212-269-2540	bmehlsack@gkllaw.com	Counsel to International Brotherood of Electrical Workers Local Unions No. 663; Internationa Association of Machinists; AFL- CIO Tool and Die Makers Local Lodge 78, District 10; International Union of Operating Engineers
Caulatan & Starra D.C.	Peter D. Bilowz	400 Atlantic Avenue		Doctor	140	02110 222		647 400 4776	617 574 4110	nhilous @gouleteneters com	Council to Thermotoph Company
Goulston & Storrs, P.C.	FELEI D. DIIOWZ	400 Atlantic Avenue		Boston	MA	02110-333		017-462-1776	017-574-4112	pbilowz@goulstonstorrs.com	Counsel to Thermotech Company
Grant & Eisenhofer P.A.	Jay W. Eisenhofer	45 Rockefeller Center	650 Fifth Avenue	New York	NY	10111		212-755-6501	212-755-6503	jeisenhofer@gelaw.com	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
Grant & Eisenhofer P.A.	Sharan Nirmul	1201 North Market Street	Suite 2100	Wilmington	DE	19801		302-622-7000	302-622-7100	snirmul@gelaw.com	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Gratz, Miller & Brueggeman, S.C.	Matthew R. Robbins	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-271-4500	414-271-6308	mrr@previant.com	Counsel to International Brotherood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL- CIO Tool and Die Makers Local Lodge 78, District 10
						50040		074 4500	074 0000		Counsel to International Brotherood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL- CIO Tool and Die Makers Local
Gratz, Miller & Brueggeman, S.C.	Timothy C. Hall	1555 N. RiverCenter Drive	Suite 202	Milwaukee	WI	53212		414-2/1-4500	414-271-6308	tch@previant.com	Lodge 78, District 10 Counsel to Grote Industries;
Graydon Head & Ritchey LLP	J. Michael Debbler, Susar M. Argo	n 1900 Fifth Third Center	511 Walnut Street	Cincinnati	ОН	45202		513-621-6464	513-651-3836		Batesville Tool & Die; PIA Group; Reliable Castings
Greenberg Traurig, LLP	Maria J. DiConza	MetLife Bldg	200 Park Avenue	New York	NY	10166		212-801-9200	212-801-6400	diconzam@gtlaw.com	Counsel to Samtech Corporation
Greenberg Traurig, LLP	Shari L. Heyen	1000 Louisiana	Suite 1800	Houston	TX	77002		713-374-3500	713-374-3505	hevens@gtlaw.com	Counsel to Samtech Corporation
Greensfelder, Hemker & Gale,	Cherie Macdonald									ckm@greensfelder.com	
P.C.	J. Patrick Bradley	10 S. Broadway	Suite 200	St. Louis	MO	63102		314-241-9090	314-241-8624	jpb@greensfelder.com	Counsel to ARC Automotive, Inc. Counsel to American Finance
Guaranty Bank	Herb Reiner	8333 Douglas Avenue		Dallas	TX	75225		214-360-2702	214-360-1940	herb.reiner@guarantygroup.co m	Group, Inc. d/b/a Guaranty Capital Corporation
	Alan D. Halperin Christopher J.Battaglia									cbattaglia@halperinlaw.net ahalperin@halperinlaw.net	Counsel to Pacific Gas Turbine Center, LLC and Chromalloy Gas Turbine Corporation; ARC
Halperin Battaglia Raicht, LLP	Julie D. Dyas	555 Madison Avenue	9th Floor	New York	NY	10022		212-765-9100	212-765-0964	jdyas@halperinlaw.net	Automotive, Inc Counsel to Alliance Precision
Hancock & Estabrook LLP	R John Clark Esq	1500 Tower I	PO Box 4976	Syracuse	NY	13221-4976		315-471-3151	315-471-3167	rjclark@hancocklaw.com	Plastics Corporation
Harris D. Leinwand	Harris D. Leinwand	350 Fifth Avenue	Suite 2418	New York	NY	10118		242 725 7220	212-244-6219	hleinwand@aol.com	Counsel to Baker Hughes Incorporated; Baker Petrolite Corporation
Tiarris D. Leinwarid	Tiams D. Leinwand	330 I IIIII Avenue	Suite 2410	New Tork	INI	10110		212-725-7556	212-244-0219	judith.elkin@haynesboone.co	Counsel to Highland Capital
Haynes and Boone, LLP	Judith Elkin	153 East 53rd Street	Suite 4900	New York	NY	10022		212-659-7300	212-918-8989	<u>m</u>	Management, L.P.
Haynes and Boone, LLP	Lenard M. Parkins Kenric D. Kattner	1 Houston Center	1221 McKinney, Suite 2100	Houston	TX	77010		713-547-2000	713-547-2600	lenard.parkins@haynesboone.com kenric.kattner@haynesboone.com	Counsel to Highland Capital Management, L.P.
Heller Ehrman LLP	Timothy Mehok	Times Square Tower	Seven Times Square	New York	NY	10036		212-832-8300	212-763-7600	timothy.mehok@hellerehrman.	Counsel to @Road, Inc.
Herrick, Feinstein LLP	Paul Rubin	2 Park Avenue		New York	NY	10016		212-592-1448	212-545-3360	prubin@herrick.com	Counsel to Canon U.S.A., Inc. and Schmidt Technology GmbH
Hewlett-Packard Company	Anne Marie Kennelly	3000 Hanover St., M/S 1050		Palo Alto	CA	94304		650-857-6902	650-852-8617	anne.kennelly@hp.com	Counsel to Hewlett-Packard Company Counsel to Hewlett-Packard
Hewlett-Packard Company	Kenneth F. Higman	2125 E. Katella Avenue	Suite 400	Anaheim	CA	92806		714-940-7120	740-940-7539	ken.higman@hp.com	Company
Hewlett-Packard Company	Sharon Petrosino	420 Mountain Avenue		Murray Hill	NJ	07974		908-898-4760	908-898-4133		Counsel to Hewlett-Packard Financial Services Company
Hiscock & Barclay, LLP Hodgson Russ LLP	J. Eric Charlton Julia S. Kreher	300 South Salina Street One M&T Plaza	PO Box 4878 Suite 2000	Syracuse Buffalo	NY NY	13221-4878 14203			315-425-8576 716-819-4645	echarlton@hiscockbarclay.co m ikreher@hodgsonruss.com	Counsel to GW Plastics, Inc. Counsel to Hexcel Corporation
Hodgson Russ LLP Hodgson Russ LLP	Stephen H. Gross, Esq.	230 Park Avenue	17th Floor	New York	NY	10169			716-819-4645 212-751-0928	saross@hodasonruss.com	Counsel to Hexcel Corporation Counsel to Hexcel Corporation

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Country Coun												
Engan A Harbson LL P	COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Hogen & Herban LLP. Edward C Date Soft Introduction Soft New No. Westington D.C. 20064-1100 202-2637-5677 202-267-5610 soften (Partieus, com Coursel to Uminore Autorat Country Partieus				555 Thirteenth								Counsel to Umicore Autocat
Negar A Harbson LL P	Hogan & Hartson L.L.P.	Audrey Moog	Columbia Square		Washington	D.C.	20004-1109		202-637-5677	202-637-5910	amoog@hhlaw.com	
Horizon Roberts & Over, LLP Stort A Golden 275 Thrift Avenue												
Martine Roberts & Over, LL P Hongram, Miller, Schwartz and Cohn, LLP 2200 Frst National Bullding 2200 Frst National Bu	Hogan & Hartson L.L.P.	Edward C. Dolan	Columbia Square	Street, N.W.	Washington	D.C.	20004-1109		202-637-5677	202-637-5910	ecdolan@hhlaw.com	Canada Corp.
Home Referre & Own. LLP	Hogan & Hartson L.L.P.	Scott A. Golden	875 Third Avenue		New York	NY	10022		212-918-3000	212-918-3100	sagolden@hhlaw.com	Counsel to XM Satellite Radio Inc.
Horiginan, Miller, Schwartz and Connect P. Basy, Jr. 290 Fist National Building Avenue Detroit MI 48226 313-465-7314 313-465-7315 das/sith/programs.com Avenue Connect to Fusions From Corporation Con	Holme Roberts & Owen TTP	Flizabeth K Flaagan	1700 Lincoln	Suite 4100	Denver	CO	80203		303-861-7000	303-866-0200	elizabeth flaagan@hro.com	Counsel to CoorsTek, Inc.; Corus,
Cohn, LIP Donald T. Baly, Jr. 2290 Frst National Building Avenue Dehoit MI 48226 313.465.7316 313.465.7315 313.465.7316	-	Elizabeti IV. I laagaii	17 GG EITIGGIT		Deliver	00	00200		000 001 7000	000 000 0200	CHEADCH HAUGUNG HIO.COM	Counsel to Fujitsu Ten Corporation
Counsel to Valeo Climate Co Corp. Valeo Electrical System Counsel to Valeo Climate Co Corp. Valeo Electrical System Counsel to Valeo Climate Co Corp. Valeo Electrical System Counsel to Valeo Climate Co Corp. Valeo Electrical System Counsel to Valeo Climate Co Corp. Valeo Electrical System Counsel to Valeo Climate Co Corp. Valeo Electrical System Counsel to Valeo Climate Co Corp. Valeo Electrical System Counsel to Valeo	0	Donald T. Batv. Jr.	2290 First National Building		Detroit	МІ	48226		313-465-7314	313-465-7315	dbatv@honigman.com	
Howard & Howard Altorreys PC Liss S Gretchio Available Lip Sirver T. Holmes & See 101 Bloomfield Hills MI 48304-5151 248-723-0386 248-645-1586 248-723-0386 248-723-												Division; Valeo Electrical Systems, Inc Wipers Division; Valeo
Howard A Howard Altomays P.C. Las Scretchion Supplementary Components	Cohn, LLP	E. Todd Sable	2290 First National Building	Avenue	Detroit	MI	48226		313-465-7548	313-465-7549		
Hunton & Williams LLP Michael P, Massad, Jr. Energy Plaza, 30th Floor 1601 Bryan Street Dallas TX 75201 214-979-3000 214-880-0011 massad@nutron.com Coursel to RF Monolithics, In Hunton & Williams LLP Steven T. Holines Energy Plaza, 30th Floor 1601 Bryan Street Dallas TX 75201 214-979-3000 214-880-0011 massad@nutron.com Coursel to RF Monolithics, In Hunton & Williams LLP Steven T. Holines Energy Plaza, 30th Floor Toll Bryan Street Dallas TX 75201 214-979-3000 214-880-0011 and the properties 240-95-001 241-880-0011 and the properties 240-95-001 241-800-0011 and the properties 240-95-001 241-800-001 240-95-001 241-800-001 24	Howard & Howard Attorn	Lina C Cratables	20400 Woodward Ave	Cto 101	Disamfield Lill-	MI	40204 5454		240 722 0222	240 645 4500	Control Control Control	
Hunting & Wilsman LLP												
Humbur & Fine P. C. Ann E. Evanko 1300 Liberty Building Buffalo NY 14202 716-849-8900 716-845-9874 aee@humburfine.com Coursel to Jiffly-Title Co., Inc.												
Infinent Technologies North America Corporation Greg Bibbes 1730 North First Street MIS 11305 San Jose CA 95112 408-501-6442 408-501-2488 Greg Bibbes 408-501-2488 Greg Bibbes 408-501-6442 408-501-2488 Greg Bibbes 408				100 i Biyan Street								
Infineon Technologies North America Corporation Greg Bibbes 1730 North First Street M/S 11305 San Jose CA 95112 408-501-6442 408-501-6442 408-501-6442 408-501-6448 greg bibbes@infineon.com America Corporation Infineon Technologies North America Corporation Infineon Technologies North America Corporation Jeff Gillespie 2529 Commerce Drive Suite H Kokomo IN 46902 765-454-2146 765-456-3836 Inferry Gillispie@infineon.com America Corporation Infineon Technologies North Infineon Technologies	TIDIWIZ & TITIE F.C.	AIII L. LVAIIKU	1300 Liberty Building		Dullaio	INI	14202		710-049-0900	7 10-055-0074	aee@nurwitznne.com	Couriser to sirry-rite Co., inc.
Infineon Technologies North America Corporation Cereg Bibbes 1730 North First Street M/S 11305 San Jose CA 95112 48.8-501-6442 408-501-2488 or pregibbes@infineon.com America Corporation Infineon Technologies North America Corporation Jeff Gillespie 2529 Commerce Drive Suite H Kokomo IN 48902 765-454-2146 765-458-3836 infineon.com InFlay Technologies Inc InFlay Technologies Inc InFlay Technologies Inc Inflam Technologies North America Corporation Alan Miller 301 Commerce Street Ste 2901 Fort Worth TX 76102 International Union of Operating Engineers Inflam America Corporation Inflam Technologies North America Corporation Alan Miller 301 Commerce Street Ste 2901 Fort Worth TX 76102 Inflam Technologies Inc Inflam Technologies North America Corporation America Corporation Inflam Technologies North Inflam Technologies	Ice Miller	Ben T. Caughey	One American Square	Box 82001	Indianapolis	IN	46282-0200		317-236-2100	317-236-2219	Ben.Caughey@icemiller.com	Counsel to Sumco, Inc.
InPlay Technologies Inc Internet Corporation Alan Miller 301 Commerce Street Ste 2901 Fort Worth TX 76102 amiller@internet.com Creditor Counsel to International Union of Operating Engineers Counsel to International Brotherous of Electrical Work	America Corporation Infineon Technologies North											Global Account Manager for Infineon Technologies North
Intermet Corporation Alan Miller 301 Commerce Street Ste 2901 Fort Worth TX 76102 Counsel to International Brotherood of Electrical Work Local Unions No. 663; International Union of Operating Engineers Richard Griffin 1125-17th Avenue, N.W. Washington Jaffe, Raitt, Heuer & Weiss, P.C. Paige E. Barr 27777 Franklin Road Suite 2500 Southfield MI 48034 248-351-3000 248-351-3082 248-351-3082 248-351-3082 248-351-3082 248-351-3082 248-351-3082 248-351-3082 248-351-3082 248-351-3082 248-351-3082 248-351-3082 248-351-3082 250-378-2641 Counsel to Trutron Corporation Counsel to Trutron Corporation Counsel to Trutron Corporation Counsel to Port City Die Cast Counsel to Port City Die Cast Alames R Scheuerle Parmenter O'Toole 601 Terrace Street PO Box 786 Muskegon MI 49443-0786 231-722-1621 231-728-2206 JRS@Parmenterlaw.com Port City Group Inc. Counsel to SPX Corporation Coun												
Counsel to International Brotherood of Electrical Work Local Union So. 663; International Union of Operating Engineers Richard Griffin I125-17th Avenue, N.W. Washington DC 20036 202-429-9100 202-778-2641 griffin@iuoe.org Findingiuoe.org Findingiuoe.or	InPlay Technologies Inc	Heather Beshears	234 South Extension Road		Mesa	AZ	85201				om	Creditor
Brotherood of Electrical Work Local Unions No. 663, International Union of Operating Engineers Richard Griffin 1125-17th Avenue, N.W. Washington DC 20036 202-429-9100 202-778-2641 Trgriffin@iuoe.org Local Union No. 63, International Union of Operating Engineers Richard Griffin 1125-17th Avenue, N.W. Washington DC 20036 202-429-9100 202-778-2641 Trgriffin@iuoe.org Local Union Nos. 18, 101 and Union of Operating Engineers Local Union Nos. 18, 101 and Union of Operating Engineers Local Union Nos. 18, 101 and Union of Operating Engineers Local Union Nos. 18, 101 and Union of Operating Engineers Local Union Nos. 18, 101 and Union of Operating Engineers Local Union Nos. 18, 101 and Union of Operating Engineers Local Union Nos. 18, 101 and Union of Operating Engineers Local Union Nos. 18, 101 and Union of Operating Engineers Local Union Nos. 18, 101 and Union of Operating Engineers Local Union Nos. 18, 101 and Union of Operating Engineers Local Union Nos. 18, 101 and Union of Operating Engineers Local Union Nos. 18, 101 and Union of Operating Engineers Local Union Nos. 18, 101 and Union of Operating Engineers Local Union Nos. 18, 101 and Union of Operating Engineers Local Union of Operating Engineers Local Union Nos. 18, 101 and Union of Operating Engineers Local Union Nos. 18, 101 and Union of Operating Engineers Local Union Nos. 18, 101 and Union of Operating Engineers Local Union Nos. 18, 101 and Union Operating Engineers Local Union Nos. 18, 101 and Union Operating Engineers Local Union Nos. 18, 101 and Union Operating Engineers Local Union Nos. 18, 101 and Union Operating Engineers Local Union Nos. 18, 101 and Union Operating Engineers Local Union Nos. 18, 101 and Union Operating Engineers Local Union Nos. 18, 101 and Union Operating Engineers Local Union Operating Engineers Local Union Operating Engineers Local Union Nos. 18, 101 and Union Operating Engineers Local Union Nos. 18, 101 and Union Operating Engineers Local Union Nos. 18, 101 and Union Operating Engineer	Intermet Corporation	Alan Miller	301 Commerce Street	Ste 2901	Fort Worth	TX	76102				amiller@intermet.com	Creditor
James R Scheuerle Parmenter O'Toole 601 Terrace Street PO Box 786 Muskegon MI 49443-0786 231-722-1621 231-728-2206 JRS@Parmenterlaw.com Counsel to Port City Die Cast Port City Group Inc Counsel to SPX Corporation (Contect Division), Alcan Rol Products-Ravenswood, LLC a Tenneco Inc. Jones Day Scott J. Friedman 222 East 41st Street New York		Richard Griffin	1125-17th Avenue, N.W.		Washington	DC	20036		202-429-9100	202-778-2641	rgriffin@iuoe.org	Counsel to International Brotherood of Electrical Workers Local Unions No. 663; International Association of Machinists; AFL- CIO Tool and Die Makers Local Lodge 78, District 10; International Union of Operating Engineers Local Union Nos. 18, 101 and 832
James R Scheuerle Parmenter O'Toole 601 Terrace Street PO Box 786 Muskegon MI 49443-0786 231-722-1621 231-728-2206 JRS@Parmenterlaw.com Counsel to Port City Die Cast Port City Group Inc Counsel to SPX Corporation (Contect Division), Alcan Rol Products-Ravenswood, LLC a Tenneco Inc. Jones Day Scott J. Friedman 222 East 41st Street New York	Jaffe Raitt Heuer & Weiss P.C.	Paine F. Barr	27777 Franklin Road	Suite 2500	Southfield	М	48034		248-351-3000	248-351-3082	nharr@iaffelaw.com	Counsel to Trutron Corporation
Counsel to SPX Corporation (Contech Division), Alcan Rol Products-Ravenswood, LLC at Jones Day Scott J. Friedman 222 East 41st Street New York	bane, realt, rieder & weiss, r.o.	r aigc L. Daii	21111 Handiii Road	Guite 2500	Courmeia				240-331-3000	240-031-0002	<u>pbarr@janciaw.com</u>	Counsel to Port City Die Cast and
Jenner & Block LLP Ronald R. Peterson One IBM Plaza Chicago IL 60611 312-222-9350 312-840-7381 rpeterson@jenner.com Tenneco Inc. Jones Day Scott J. Friedman 222 East 41st Street New York NY 10017 212-326-3939 212-755-7306 isifriedman@jonesday.com Counsel to TDK Corporation	James R Scheuerle	Parmenter O'Toole	601 Terrace Street	PO Box 786	Muskegon	MI	49443-0786		231-722-1621	231-728-2206	JRS@Parmenterlaw.com	
Counsel to TDK Corporation	Jenner & Block LLP	Ronald R. Peterson	One IBM Plaza		Chicago	IL	60611		312-222-9350	312-840-7381	rpeterson@jenner.com	(Contech Division), Alcan Rolled Products-Ravenswood, LLC and
Counsel to TDK Corporation	Iones Day	Scott I Friedman	222 Fast 41st Street		New York	NY	10017		212-326 3020	212-755 7306	sifriedman@ionesday.com	Counsel to WI Ross & Co. LLC
Katten Muchin Rosenman LLP John P. Sieger, Esq. 525 West Monroe Street Chicago IL 60661 312-902-5200 312-577-4733 john.sieger@kattenlaw.com Materials, Inc.						IL						Counsel to TDK Corporation America and MEMC Electronic

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Counsel to InPlay Technologies
Kaye Scholer LLP	Richard G Smolev	425 Park Avenue		New York	NY	10022-3598		212-236-8000	212-836-8689	rsmolev@kayescholer.com	Inc
Kegler, Brown, Hill & Ritter Co.,		05 5 1 01 1 01 1	0 11 4000	0 1 1	011	10015		044 400 5400	044 404 0004		Counsel to Solution Recovery
LPA	Kenneth R. Cookson	65 East State Street	Suite 1800	Columbus	OH	43215		614-426-5400	614-464-2634	kcookson@keglerbrown.com	Services
Keller Rohrback L.L.P.	Lynn Lincoln Sarko Cari Campen Laufenberg Erin M. Rily	1201 Third Avenue	Suite 3200	Seattle	WA	98101		206-623-1900	206-623-3384	Isarko@kellerrohrback.com claufenberg@kellerrohrback.com erilev@kellerrohrback.com	Counsel to Neal Folck, Greg Bartell, Donald McEvoy, Irene Polito, and Thomas Kessler, on behalf of themselves and a class of persons similarly situated, and on behalf of the Delphi Savings- Stock Purchase Program for Salaried Employees in the United States and the Delphi Personal Savings Plan for Hourly-Rate Employees in the United States
rtonor rtomback E.E.i. :		120111111111111111111111111111111111111	04.10 0200	Country		55.5.		200 020 1000	200 020 000 .	<u>ome y agriculous anno agriculous.</u>	Employees in the emiliar etailes
Keller Rohrback P.L.C.	Gary A. Gotto	National Bank Plaza	3101 North Central Avenue, Suite 900	Phoenix	AZ	85012		602-248-0088	602-248-2822		Counsel to Neal Folck, Greg Bartell, Donald McEvoy, Irene Polito, and Thomas Kessler, on behalf of themselves and a class of persons similarly situated, and on behalf of the Delphi Savings- Stock Purchase Program for Salaried Employees in the United States and the Delphi Personal Savings Plan for Hourly-Rate Employees in the United States
Keller Ronrback P.L.C.	Gary A. Gotto	National Bank Plaza	Avenue, Suite 900	Pnoenix	AZ	85012		602-248-0088	602-248-2822	ggotto@kellerronrback.com	Counsel to the Pension Benefit
Kelley Drye & Warren, LLP	Mark I. Bane	101 Park Avenue		New York	NY	10178		212-808-7800	212-808-7807	mbane@kelleydrye.com	Guaranty Corporation
Itelicy Bryc & Walterl, EEI	Wark I. Danc	1011 ark Avenue		NOW TORK	iv.	10170		212-000-7000	212-000-7037	Inbanct@kelicyaryc.com	Counsel to the Pension Benefit
Kelley Drye & Warren, LLP	Mark, R. Somerstein	101 Park Avenue		New York	NY	10178		212-808-7800	212-808-7897	msomerstein@kelleydrye.com	Guaranty Corporation
Kennedy, Jennick & Murray	Larry Magarik	113 University Place	7th Floor	New York	NY	10003		212-358-1500	212-358-0207	lmagarik@kjmlabor.com	Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers - Communicaitons Workers of America Counsel to The International Union
Kennedy, Jennick & Murray	Susan M. Jennik	113 University Place	7th Floor	New York	NY	10003		212-358-1500	212-358-0207	siennik@kjmlabor.com	of Electronic, Salaried, Machine and Furniture Workers - Communicaitons Workers of America
Kanada Janish O Mus	The same Keeper day	440 University Plans	744 54	New Yests	NIV	10000		040 050 4500	040 050 0007	Marca de Objecto	Counsel to The International Union of Electronic, Salaried, Machine and Furniture Workers - Communications Workers of
Kennedy, Jennick & Murray	Thomas Kennedy	113 University Place	7th Floor	New York	NY	10003		212-358-1500	212-358-0207	tkennedy@kjmlabor.com sdabney@kslaw.com	America
King & Spalding, LLP	H. Slayton Dabney, Jr. Bill Dimos	1185 Avenue of the Americas		New York	NY	10036		212-556-2100	212-556-2222	bdimos@kslaw.com	Counsel to KPMG LLP
Kirkpatrick & Lockhart Nicholson	Diii Diiii03	1100 Avenue of the Americas		TTOW TOIK	141	13030		212-330-2100	212-000-2222	DGITTOOQUINGIGW.COTT	Counsel to Wilmington Trust
Graham LLP	Edward M. Fox	599 Lexington Avenue		New York	NY	10022		212-536-4812	212-536-3901	efox@klng.com	Company, as Indenture trustee
	Eric L. Schnabel	Lowington / Worldo	1000 West Street,				1	330 4012		schnabel@klettrooney.com	
Klett Rooney Lieber & Schorling	DeWitt Brown	The Brandywine Building	Suite 1410	Wilmington	DE	19801		(302) 552-4200)	dbrown@klettrooney.com	Counsel to Entergy
Krugliak, Wilkins, Griffiths &											3,
Dougherty CO., L.P.A.	Sam O. Simmerman	4775 Munson Street N.W.	P.O. Box 36963	Canton	OH	44735-6963		330-497-0700	330-497-4020	sosimmerman@kwgd.com	Counsel to for Millwood, Inc.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Counsel to DaimlerChrysler
											Corporation; DaimlerChrylser
											Motors Company, LLC;
Kutak Rock LLP	Jay Selanders	1010 Grand Blvd Ste 500		Kansas City	MO	64106		816-502-4617	816-960-0041	jay.selanders@kutakrock.com	DaimlerChrylser Canada, Inc.
Kutchin & Rufo, P.C.	Edward D. Kutchin	155 Federal Street	17th Floor	Boston	MA	02110-1727		617-542-3000	617-542-3001	ekutchin@kutchinrufo.com	Counsel to Parlex Corporation
Kutchin & Rufo, P.C.	Kerry R. Northrup	155 Federal Street	17th Floor	Boston	MA	02110-1727		617-542-3000	617-542-3001	knorthup@kutchinrufo.com	Counsel to Parlex Corporation
Lambert, Leser, Isackson, Cook	&										
Guinta, P.C.	Susan M. Cook	309 Davidson Building	PO Box 835	Bay City	MI	48707-0835		989-893-3518		smcook@lambertleser.com	Counsel to Linamar Corporation
Latham & Watkins	Erika Ruiz	885 Third Avenue		New York	NY	10022		212-906-1200	212-751-4864	erika.ruiz@lw.com	UCC Professional
Latham & Watkins	Henry P. Baer, Jr.	885 Third Avenue		New York	NY	10022		212-906-1200	212-751-4864	henry.baer@lw.com	UCC Professional
Latham & Watkins	John W. Weiss	885 Third Avenue		New York	NY	10022		212-906-1200	212-751-4864	john.weiss@lw.com	UCC Professional
Latham & Watkins	Mark A. Broude	885 Third Avenue		New York	NY	10022		212-906-1384	212-751-4864	mark.broude@lw.com	UCC Professional
Latham & Watkins	Michael J. Riela	885 Third Avenue		New York	NY	10022		212-906-1200	212-751-4864	michael.riela@lw.com	UCC Professional
Latham & Watkins	Mitchell A. Seider	885 Third Avenue		New York	NY	10022		212-906-1200	212-751-4864	mitchell.seider@lw.com	UCC Professional
											Counsel to A-1 Specialized
Law Offices of Michael O'Hayer	Michael O'Hayer Esq	22 N Walnut Street		West Chester	PA	19380		610-738-1230	610-738-1217	mkohayer@aol.com	Services and Supplies Inc
											Counsel to Freescale
											Semiconductor, Inc. f/k/a Motorola
											Semiconductor Systems (U.S.A.)
Lewis and Roca LLP	Rob Charles, Esq.	One South Church Street	Suite 700	Tucson	AZ	85701		520-629-4427	520-879-4705	rcharles@Irlaw.com	Inc.
											Counsel to Freescale
											Semiconductor, Inc. f/k/a Motorola
											Semiconductor Systems (U.S.A.)
Lewis and Roca LLP	Susan M. Freeman, Esq.	40 North Central Avenue	Suite 1900	Phoenix	AZ	85004-4429		602-262-5756	602-734-3824	sfreeman@lrlaw.com	Inc.
Lewis and Nood LEI	Cubarr W. Freeman, Ebq.	General Counsel for Linear	1630 McCarthy	I HOCHIX	7 12	00001 1120		002 202 0700	002 704 0024	Sirectification (Control of the Control of the Cont	Counsel to Linear Technology
Linear Technology Corporation	John England, Esg.	Technology Corporation	Blvd.	Milpitas	CA	95035-7417		408-432-1900	408-434-0507	iengland@linear.com	Corporation
Linebarger Goggan Blair &	Com England, Eoq.	recimology corporation	Diva.	IVIIIpitao	071	00000 1411		100 102 1000	100 101 0007	austin.bankruptcy@publicans.	Counsel to Cameron County,
Sampson, LLP	Diane W. Sanders	1949 South IH 35 (78741)	P.O. Box 17428	Austin	TX	78760-7428		512-447-6675	512-443-5114		Brownsville ISD
Linebarger Goggan Blair &	Blane W. Garidero	1040 0000111100 (10141)	1 .O. BOX 11 420	, tabiii	174	101001420		012 447 0070	012 440 0114		Counsel to Dallas County and
Sampson, LLP	Elizabeth Weller	2323 Bryan Street	Suite 1600	Dallas	TX	75201		214-880-0089	4602215002	om	Tarrant County
Campoon, EEI	Elizabeth Weller	2020 Bryan Gireet	Cuite 1000	Danas	174	70201		214 000 0000	7002210002	om	Counsel in Charge for Taxing
											Authorities: Cypress-Fairbanks
Linebarger Goggan Blair &										houston bankruptcv@publican	Independent School District, City o
Sampson, LLP	John P. Dillman	P.O. Box 3064		Houston	TX	77253-3064		713-844-3478	713-844-3503		Houston, Harris County
Campson, EEI	John T. Dillinan	1 .O. BOX 3004		rioustori	17	77200-0004		713-044-3470	7 13-044-3303	<u>s.com</u>	Counsel to Creditor The Interpublic
											Group of Companies, Inc. and
											Proposed Auditor Deloitte &
Loeb & Loeb LLP	P. Gregory Schwed	345 Park Avenue		New York	NY	10154-0037		212-407-4000		qschwed@loeb.com	Touche, LLP
LOED & LOED LLF	r . Gregory Scriwed	343 Faik Aveilue		INEW TOIK	INI	10134-0037		212-407-4000		gscriwed@ioeb.com	Counsel to Industrial Ceramics
Loeb & Loeb LLP	William M. Hawkins	345 Park Avenue		New York	NY	10154		212-407-4000	212 407 4000	0 whawkins@loeb.com	Corporation
LOED & LOED LLF	William W. Hawkins	343 Faik Avenue		New TOIK	INT	10154		212-407-4000	212-407-4990	wilawkins@joeb.com	Counsel to Methode Electronics,
Lord, Bissel & Brook	Timothy S. McFadden	115 South LaSalle Street		Chicago	IL	60603		312-443-0370	212 906 6204	tmcfadden@lordbissell.com	Inc.
LOIG, BISSEI & BIOOK	Timothy S. McFadden	115 South Lasaile Street		Chicago	IL	00003		312-443-0370	312-696-6394	<u>Inclauden@iordbisseii.com</u>	Counsel to Sedgwick Claims
Lord, Bissel & Brook	Timethy M. Brink	115 South LaSalle Street		Chicago	IL	60603		242 442 4022		tbrink@lordbissell.com	
LUIU, BISSEI & BIOOK	Timothy W. Brink	115 South Lasaile Street		Chicago	IL	00003		312-443-1832	0432	torirk@iordbissell.com	Management Services, Inc.
							1	212-947-8304			Counsel to Sedgwick Claims
Lord Discol & Brook LLD	Keyin I Walah	OOF Third Avenue	26th Floor	Now York	NY	10000 4000	1	212-941-0304	010 047 1000	laveleh@lerdbiseell.cor-	Management Services, Inc. and
Lord, Bissel & Brook LLP	Kevin J. Walsh	885 Third Avenue	26th Floor	New York	IN Y	10022-4802			212-947-1202	kwalsh@lordbissell.com	Methode Electronics, Inc. Counsel to Daewoo International
Lauranataia Canadlaa DO	Davis C. Nother	4054 A		Name	NY	40000		040 000 0700	040 000 7400		
Lowenstein Sandler PC	Bruce S. Nathan	1251 Avenue of the Americas		New York	IN Y	10020	-	212-202-0700	212-202-7402	bnathan@lowenstein.com	(America) Corp.
											O B-ti
											Counsel to Teachers Retirement
											System of Oklahoma; Public
											Employes's Retirement System of
							1				Mississippi; Raifeisen
		1051 4 511 4 :	1011 51			10000		040 000 0===	040 000 7:00		Kapitalanlage-Gesellschaft m.b.H
Lowenstein Sandler PC	Ira M. Levee	1251 Avenue of the Americas	18th Floor	New York	NY	10020	1	212-262-6700	212-262-7402	<u>ilevee@lowenstein.com</u>	and Stichting Pensioenfords ABP

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Delphi Corporation
2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Counsel to Cerberus Capital
Lowenstein Sandler PC	Kenneth A. Rosen	65 Livingston Avenue		Roseland	NJ	07068		973-597-2500	973-597-2400	krosen@lowenstein.com	Management, L.P.
											Counsel to Teachers Retirement
											System of Oklahoma; Public
											Employes's Retirement System of
											Mississippi; Raifeisen
											Kapitalanlage-Gesellschaft m.b.H
Lowenstein Sandler PC	Michael S. Etikin	1251 Avenue of the Americas	18th Floor	New York	NY	10020		212-262-6700	212-262-7402	metkin@lowenstein.com	and Stichting Pensioenfords ABP
											Counsel to Cerberus Capital
											Management, L.P.; AT&T
	Scott Cargill	65 Livingston Avenue		Roseland	NJ	07068		973-597-2500		scargill@lowenstein.com	Corporation
	Vincent A. D'Agostino	65 Livingston Avenue		Roseland	NJ	07068		973-597-2500	973-597-2400	vdagostino@lowenstein.com	Counsel to AT&T Corporation
Lyden, Liebenthal & Chappell,											
	Erik G. Chappell	5565 Airport Highway	Suite 101	Toledo	ОН	43615		419-867-8900	419-867-8909	egc@lydenlaw.com	Counsel to Metro Fibres, Inc.
MacDonald, Illig, Jones & Britton											Counsel to Ideal Tool Company,
LLP F	Richard J. Parks	100 State Street	Suite 700	Erie	PA	16507-1459		814-870-7754	814-454-4647	rparks@mijb.com	Inc.
				Greenwood							Representative for Madison
Madison Capital Management	Joe Landen	6143 South Willow Drive	Suite 200	Village	СО	80111		303-957-4254	303-957-2098	<u>ilanden@madisoncap.com</u>	Capital Management
	Jeffrey M. Levinson, Esq.									iml@ml-legal.com	
Margulies & Levinson, LLP L	Leah M. Caplan, Esq.	30100 Chagrin Boulevard	Suite 250	Pepper Pike	ОН	44124		216-514-4935	216-514-4936	Imc@ml-legal.com	Counsel to Venture Plastics
											Counsel to H.E. Services
											Company and Robert Backie and
											Counsel to Cindy Palmer, Persona
											Representative to the Estate of
Mastromarco & Jahn, P.C.	Victor J. Mastromarco, Jr.	1024 North Michigan Avenue	P.O. Box 3197	Saginaw	MI	48605-3197		989-752-1414		vmastromar@aol.com	Michael Palmer
											Counsel to NDK America,
											Inc./NDK Crystal, Inc.; Foster
											Electric USA, Inc.; JST
											Corporation; Nichicon (America)
											Corporation; Taiho Corporation of
											America; American Aikoku Alpha,
											Inc.; Sagami America, Ltd.; SL
Masuda Funai Eifert & Mitchell,	0 0 0 1 11	000 N	0 11 0500	01:	l.,	00004 4000		040 045 7500	040 045 7407		America, Inc./SL Tennessee, LLC
Ltd.	Gary D. Santella	203 North LaSalle Street	Suite 2500	Chicago	IL	60601-1262		312-245-7500	312-245-7467	gsantella@masudafunai.com igtougas@mayerbrownrowe.co	and Hosiden America Corporation
Mayor Prous Pous & May II D	leffrey C. Taylana	1675 Drandway		Naw Varle	NY	10019		212-262-1910	242 506 2500	igtougas@mayerbrownrowe.co	Counsel to Bank of America, N.A.
Mayer, Brown, Rowe & Maw LLP	Jenrey G. Tougas	1675 Broadway		New York	IN T	10019		212-202-1910	212-300-2300	<u>III</u>	Couriser to Barik of Affierica, N.A.
Mayer, Brown, Rowe & Maw LLP	Paniero D'Aversa Ir	1675 Broadway		New York	NY	10019		212 262 1010	212-506-2500	rdaversa@mayerbrown.com	Counsel to Bank of America, N.A.
Mayer, Brown, Nowe & Maw ELF	Vallielo D'Avelsa, Ji.	1073 Broadway		INEW TOIK	INI	10019		212-202-1910	212-300-2300	Idaversa@mayerbrown.com	Course to Bank of America, N.A.
McCarter & English, LLP	David J. Adler, Jr. Esq.	245 Park Avenue, 27th Floor		New York	NY	10167		212-609-6800	212-609-6921	dadler@mccarter.com	Counsel to Ward Products, LLC
viocation & English, EEI	Savia o. Maior, or. Loq.	2401 dik / Weilde, 27 di 1 looi		THOW TOTAL		10107		212 000 0000	212 000 0021	dadici (@imoda ter.com	Counsel to General Products
McCarter & English, LLP	Eduardo J. Glas, Esq.	Four Gateway Center	100 Mulberry Street	Newark	NJ	07102-4096		913-622-4444	973-624-7070	eglas@mccarter.com	Delaware Corporation
	John J. Salmas	r our outeway center	100 Maiberry Officer	HOWAIK	140	07 102 1000		010 022 1111	010 024 1010	isalmas@mccarthy.ca	Counsel to Themselves (McCarthy
	Lorne P. Salzman	66 Wellington Street West	Suite 4700	Toronto	Ontario	M5K 1E6		416-362-1812	416-868-0673	Isalzman@mccarthy.ca	Tetrault LLP)
	-oo Ouizmun	SS T. Similyton Street West	Santo 47 00		Ontario					ios.z.manajmodrany.od	Counsel to Linear Technology
											Corporation, National
											Semiconductor Corporation;
McDermott Will & Emery LLP	James M. Sullivan	340 Madison Avenue		New York	NY	10017		212-547-5477	212-547-5444	imsullivan@mwe.com	Timken Corporation
Clinoi Yim & Linoiy LLi	James W. Gallivali	5.5 Madioon Avenue			141	10017			_12 0-17-0-14	pcomvariaginivo.com	Counsel to National
McDermott Will & Emery LLP	Stephen B. Selbst	340 Madison Avenue		New York	NY	10017		212-547-5400	212-547-5444	sselbst@mwe.com	Semiconductor Corporation
C. Linoiy LLi		madical regular				1.00		5.7 5450	0.7 0-1-1-1	sopincar@mcdonaldhopkins.c	Counsel to Republic Engineered
McDonald Hankins Co. L.DA	Scott N. Opincar, Esq.	600 Superior Avenue, E.	Suite 2100	Cleveland	ОН	44114		216-348-5400	216-348-5474	om	Products, Inc.
VICLOURIU MODKINS COLLEA :					10	4 * * * * * *	i .				
McDonald Hopkins Co., LPA	,										Counsel to Republic Engineered

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
McElroy, Deutsch, Mulvaney &											Counsel to New Jersey Self-
Carpenter, LLP	Jeffrey Bernstein, Esq.	Three Gateway Center	100 Mulberry Street	Newark	NJ	07102-4079		973-622-7711	973-622-5314	jbernstein@mdmc-law.com	Insurers Guaranty Association
•		,	901 East Cary							amccollough@mcguirewoods.	Counsel to Siemens Energy &
McGuirewoods LLP	Aaron G McCollough Esc	One James Center	Street	Richmond	VA	23219-4030		804-775-1000	804-775-1061	com	Automation, Inc.
											Counsel to The International Union
											of Electronic, Salaried, Machine
											and Furniture Workers -
Meyer, Suozzi, English & Klein,											Communications Workers of
P.C.	Hanan Kolko	1350 Broadway	Suite 501	New York	NY	10018		212-239-4999	212-239-1311	hkolko@msek.com	America
											Counsel to United Steel, Paper
											and Forestry, Rubber,
											Manufacturing, Energy, Allied
											Industrial and Service Workers,
Meyer, Suozzi, English & Klein,											International Union (USW), AFL-
P.C.	Lowell Peterson, Esq.	1350 Broadway	Suite 501	New York	NY	10018		212-239-4999	212-239-1311	lpeterson@msek.com	CIO
Meyers, Rodbell & Rosenbaum,			6801 Kenilworth								Counsel to Prince George County,
P.A.	M. Evan Meyers	Berkshire Building		Riverdale Park	MD	20737-1385		301-699-5800		emeyers@mrrlaw.net	Maryland
Meyers, Rodbell & Rosenbaum,			6801 Kenilworth								Counsel to Prince George County,
P.A.	Robert H. Rosenbaum	Berkshire Building	Avenue, Suite 400	Riverdale Park	MD	20737-1385		301-699-5800		rrosenbaum@mrrlaw.net	Maryland
			3030 W. Grand								Attorney General for State of
Michael Cox		Cadillac Place	Blvd., Suite 10-200	Detroit	MI	48202		313-456-0140		miag@michigan.gov	Michigan, Department of Treasury
Michigan Department of Labor											
and Economic Growth, Worker's											Assistant Attorney General for
Compensation Agency	Dennis J. Raterink	PO Box 30736		Lansing	MI	48909-7717		517-373-1820	517-373-2129	raterinkd@michigan.gov	Worker's Compensation Agency
Michigan Department of Labor											
and Economic Growth, Worker's											Attorney General for Worker's
Compensation Agency	Michael Cox	PO Box 30736		Lansing	MI	48909-7717		517-373-1820	517-373-2129	miag@michigan.gov	Compensation Agency
											Counsel to Computer Patent
											Annuities Limited Partnership,
											Hydro Aluminum North America,
											Inc., Hydro Aluminum Adrian, Inc.,
											Hydro Aluminum Precision Tubing
											NA, LLC, Hydro Alumunim Ellay
											Enfield Limited, Hydro Aluminum
											Rockledge, Inc., Norsk Hydro
											Canada, Inc., Emhart
										khopkins@milesstockbridge.co	
Miles & Stockbridge, P.C.	Kerry Hopkins	10 Light Street		Baltimore	MD	21202		410-385-3418	410-385-3700	<u>m</u>	Plastics, Inc.
											Counsel to Computer Patent
											Annuities Limited Partnership,
											Hydro Aluminum North America,
											Inc., Hydro Aluminum Adrian, Inc.,
											Hydro Aluminum Precision Tubing
											NA, LLC, Hydro Alumunim Ellay
											Enfield Limited, Hydro Aluminum
											Rockledge, Inc., Norsk Hydro
											Canada, Inc., Emhart
											Technologies LLL and Adell
Miles & Stockbridge, P.C.	Thomas D. Renda	10 Light Street	0.11.000.00.	Baltimore	MD	21202			410-385-3700		Plastics, Inc.
L	Thomas P. Sarb		Suite 800, PO Box		l				616-988-1748	sarbt@millerjohnson.com	
Miller Johnson	Robert D. Wolford	250 Monroe Avenue, N.W.	306	Grand Rapids	MI	49501-0306		616-831-1726	616-988-1726	wolfordr@millerjohnson.com	Counsel to Pridgeon & Clay, Inc.
Miller, Canfield, Paddock and					l						Counsel to Wells Operating
Stone, P.L.C.	Jonathan S. Green	150 W. Jefferson Avenue	Suite 2500	Detroit	MI	48226		313-496-8452	313-496-7997	greenj@millercanfield.com	Partnership, LP

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Miller, Canfield, Paddock and Stone, P.L.C.	Timothy A. Fusco	150 W. Jefferson Avenue	Suite 2500	Detroit	MI	48226		313-496-8435	313-496-8453	fusco@millercanfield.com	Counsel to Niles USA Inc.; Techcentral, LLC; The Bartech Group, Inc.; Fischer Automotive Systems
Mintz, Levin, Cohn, Ferris											Counsel to Hitachi Automotive Products (USA), Inc. and Conceria
Glovsky and Pepco, P.C.	Paul J. Ricotta	One Financial Center		Boston	MA	02111		617-542-6000	617-542-2241	pjricotta@mintz.com	Pasubio
Mintz, Levin, Cohn, Ferris Glovsky and Pepco, P.C.	Stephanie K. Hoos	The Chrysler Center	666 Third Avenue	New York	NY	10017		212-935-3000	212-983-3115	skhoos@mintz.com	Counsel of Hitachi Automotive Products (USA), Inc. and Conceria Pasubio
Molex Connector Corp	Jeff Ott	2222 Wellington Ct.		Lisle	IL	60532		630-527-4254	630-512-8610	Jeff.Ott@molex.com_	Counsel to Molex Connector Corp
Morgan, Lewis & Bockius LLP	Andrew D. Gottfried	101 Park Avenue		New York	NY	10178-0060		212-309-6000	212-309-6001	agottfried@morganlewis.com	Counsel to ITT Industries, Inc.; Hitachi Chemical (Singapore), Ltd.
Morgan, Lewis & Bockius LLP	Menachem O. Zelmanovitz	101 Park Avenue		New York	NY	10178		212-309-6000	212-309-6001	mzelmanovitz@morganlewis.c	Counsel to Hitachi Chemical (Singapore) Pte, Ltd.
Morgan, Lewis & Bockius LLP	Richard W. Esterkin, Esc	q. 300 South Grand Avenue		Los Angeles	CA	90017		213-612-1163	213-612-2501	resterkin@morganlewis.com	Counsel to Sumitomo Corporation
Moritt Hock Hamroff & Horowitz					NV	14500					Counsel to Standard Microsystems Corporation and its direct and indirect subsidiares Oasis SiliconSystems AG and SMSC NA Automotive, LLC (successor-in- interst to Oasis Silicon Systems,
LLP	Leslie Ann Berkoff	400 Garden City Plaza		Garden City	NY	11530		516-873-2000		lberkoff@moritthock.com mdallago@morrisoncohen.co	Inc.) Counsel to Blue Cross and Blue
Morrison Cohen LLP	Michael R. Dal Lago	909 Third Avenue		New York	NY	10022		212-735-8757	917-522-3157	<u>m</u>	Shield of Michigan
Munsch Hardt Kopf & Harr, P.C.	Raymond J. Urbanik, Esq., Joseph J. Wielebinski, Esq. and Davor Rukavina, Esq.	3800 Lincoln Plaza	500 North Akard Street	Dallas	RX	75201-6659		214-855-7590 214-855-7561 214-855-7587	214-855-7584	rurbanik@munsch.com jwielebinski@munsch.com drukavina@munsch.com	Counsel to Texas Instruments Incorporated
Nantz, Litowich, Smith, Girard &											Counsel to Lankfer Diversified
Hamilton, P.C.	Sandra S. Hamilton	2025 East Beltline, S.E.	Suite 600	Grand Rapids	MI	49546		616-977-0077	616-977-0529	sandy@nlsg.com	Industries, Inc. Counsel to 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Etkin Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Etkin Management Services, Inc.; and Etkin Real
Nathan, Neuman & Nathan, P.C.	Kenneth A. Nathan	29100 Northwestern Highway	Suite 260	Southfield	MI	48034		248-351-0099	248-351-0487	Knathan@nathanneuman.com	Properties
National City Commercial Capital	Lisa M. Moore	995 Dalton Avenue		Cincinnati	ОН	45203		513-455-2390	866-298-4481	lisa.moore2@nationalcity.com	Vice President and Senior Counsel to National City Commercial Capital
											Counsel to Datwyler Rubber & Plastics, Inc.; Datwyler, Inc.;
Nelson Mullins Riley & Scarborough	George B. Cauthen	1320 Main Street, 17th Floor	PO Box 11070	Columbia	sc	29201		803-7255-9425	803-256-7500	george.cauthen@nelsonmullin s.com	Datwyler i/o devices (Americas), Inc.; Rothrist Tube (USA), Inc.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Nix, Patterson & Roach, L.L.P.	Bradley E. Beckworth	205 Linda Drive	Е	Daingerfield	TX	75638		903-645-7333	903-645-4415	bbeckworth@nixlawfirm.com	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
Nix, Patterson & Roach, L.L.P.	Jeffrey J. Angelovich	205 Linda Drive	С	Daingerfield	TX	75638		903-645-7333	903-645-4415	jangelovich@nixlawfirm.com	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
Nix, Patterson & Roach, L.L.P.	Susan Whatley	205 Linda Drive	С	Daingerfield	TX	75638		903-645-7333	903-645-4415	susanwhatley@nixlawfirm.com	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
North Point	David G. Heiman	901 Lakeside Avenue	C	Cleveland	ОН	44114		216-586-3939	216-579-0212	dgheiman@jonesday.com	Counsel to WL. Ross & Co., LLC
Office of the Chapter 13 Trustee	Camille Hone	P.O. Box 954		/acon	GA	31202		478-742-8706	478-746-4488	cahope@chapter13macon.co	Office of the Chapter 13 Trustee
Office of the Texas Attorney General	Jay W. Hurst	P.O. Box 12548		Austin	TX	78711-2548			512-482-8341		Counsel to The Texas Comptroller of Public Accounts
Orbotech, Inc.	Michael M. Zizza, Legal Manager	44 Manning Road	В	Billerica	MA	01821		978-901-5025	978-667-9969	michaelz@orbotech.com	Company
Orrick, Herrington & Sutcliffe LLP	Alyssa Englund, Esq.	666 Fifth Avenue	N	New York	NY	10103		212-506-5187	212-506-5151	aenglund@orrick.com	Counsel to America President Lines, Ltd. And APL Co. Pte Ltd.
Orrick, Herrington & Sutcliffe LLP	Frederick D. Holden, Jr., Esq.	405 Howard Street	S	San Francisco	CA	94105		415-773-5700	415-773-5759	fholden@orrick.com	Counsel to America President Lines, Ltd. And APL Co. Pte Ltd.
Orrick, Herrington & Sutcliffe LLP	Jonathan P. Guy	The Washington Harbour	3050 K Street, N.W. V	Vashington	DC	20007		202-339-8400	202-339-8500	jguy@orrick.com	Counsel to Westwood Associates, Inc.
Orrick, Herrington & Sutcliffe LLP	Matthew W. Chenev	The Washington Harbour	3050 K Street, N.W. V	Vashington	DC	20007		202-339-8400	202-339-8500	mcheney@orrick.com	Counsel to Westwood Associates, Inc.
Orrick, Herrington & Sutcliffe LLP		The Washington Harbour	3050 K Street, N.W. V		DC	20007		202-339-8400			Counsel to Westwood Associates, Inc.
Pachulski Stang Ziehl Young Jones & Weintraub LLP	Michael R. Seidl	919 N. Market Street, 17th Floor		Vilmington	DE	19899-8705				mseidl@pszyjw.com	Counsel for Essex Group, Inc.
Pachulski Stang Ziehl Young Jones & Weintraub LLP	William P. Weintraub	780 Third Avenue, 36th Floor	N	New York	NY	10017-2024		212-561-7700	212-561-7777	wweintraub@pszyjw.com	Counsel for Essex Group, Inc.
Paul, Weiss, Rifkind, Wharton & Garrison	Andrew N. Rosenberg Justin G. Brass	1285 Avenue of the Americas	N	New York	NY	10019-6064		212-373-3000	212-757-3990	arosenberg@paulweiss.com jbrass@paulweiss.com	Counsel to Merrill Lynch, Pierce, Fenner & Smith, Incorporated Counsel to Noma Company and
Paul, Weiss, Rifkind, Wharton & Garrison	Douglas R. Davis	1285 Avenue of the Americas		New York	NY	10019-6064		212-373-3000	212-757-3990	ddavis@paulweiss.com	General Chemical Performance Products LLC
Paul, Weiss, Rifkind, Wharton & Garrison	Elizabeth R. McColm	1285 Avenue of the Americas		lew York	NY	10019-6064		212-373-3000	212-757-3990	emccolm@paulweiss.com	Counsel to Noma Company and General Chemical Performance Products LLC
Paul, Weiss, Rifkind, Wharton & Garrison	Stephen J. Shimshak	1285 Avenue of the Americas		New York	NY	10019-6064				sshimshak@paulweiss.com	Counsel to Ambrake Corporation

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2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
											Assistant Attorney General for
Peggy Housner		Cadillac Place	3030 W. Grand Blvd., Suite 10-200	Detroit	мі	48202		313-456-0140		housnerp@michigan.gov	State of Michigan, Department of Treasury
r eggy riousiici		Oddillac Flace	Biva., oute 10-200	Detroit	IVII	40202		313-430-0140		nousherp@menigan.gov	ricasury
											Counsel for Illinois Tool Works
											Inc., Illinois Tool Works for Hobart
											Brothers Co., Hobart Brothers Company, ITW Food Equipment
Pepe & Hazard LLP	Kristin B. Mayhew	30 Jelliff Lane		Southport	СТ	06890-1436		203-319-4022	203-259-025	kmayhew@pepehazard.com	Group LLC and Tri-Mark, Inc.
·	,			·							Counsel to Capro, Ltd, Teleflex
											Automotive Manufacturing
			Eighteenth & Arch								Corporation and Teleflex Incorporated d/b/a Teleflex Morse
Pepper, Hamilton LLP	Anne Marie Aaronson	3000 Two logan Square	Streets	Philadelphia	PA	19103-2799		215-981-4000	215-981-4750	aaronsona@pepperlaw.com	(Capro)
											Counsel to Capro, Ltd, Teleflex
											Automotive Manufacturing
			Eighteenth & Arch								Corporation and Teleflex Incorporated d/b/a Teleflex Morse
Pepper, Hamilton LLP	Francis J. Lawall	3000 Two logan Square	Streets	Philadelphia	PA	19103-2799		215-981-4000	215-981-4750	lawallf@pepperlaw.com	(Capro)
Pepper, Hamilton LLP	Henry Jaffe	1313 Market Street	PO Box 1709	Wilmington	DE	19899-1709		302-777-6500	302-421-8390	jaffeh@pepperlaw.com	Counsel to SKF USA, Inc.
Pepper, Hamilton LLP	Linda J. Casey	3000 Two logan Square	Eighteenth & Arch Streets	Philadelphia	PA	19103-2799		215-981-4000	215 001 4750	caseyl@pepperlaw.com	Counsel to SKF USA, Inc.
r epper, riamilion LLr	Liliua J. Casey	3000 Two logali Square	Streets	rilladelpilla		19103-2799		213-901-4000	213-901-4730	Caseyita pepperiaw.com	Course to SKI OSA, IIIC.
											Counsel to FCI Canada, Inc.; FCI
											Electronics Mexido, S. de R.L. de
										jmanheimer@pierceatwood.co	C.V.; FCI USA, Inc.; FCI Brasil, Ltda; FCI Automotive Deutschland
Pierce Atwood LLP	Jacob A. Manheimer	One Monument Square		Portland	ME	04101		207-791-1100	207-791-1350		Gmbh; FCI Italia S. p.A.
		,									
											Counsel to FCI Canada, Inc.; FCI
											Electronics Mexido, S. de R.L. de C.V.; FCI USA, Inc.; FCI Brasil,
										kcunningham@pierceatwood.c	Ltda; FCI Automotive Deutschland
Pierce Atwood LLP	Keith J. Cunningham	One Monument Square		Portland	ME	04101		207-791-1100	207-791-1350	om om	Gmbh; FCI Italia S. p.A.
											Occurred to Olorion Occurrentian of
Pillsbury Winthrop Shaw Pittman											Counsel to Clarion Corporation of America, Hyundai Motor Company
LLP	Karen B. Dine	1540 Broadway		New York	NY	10036-4039		212-858-1000	212-858-1500	karen.dine@pillsburylaw.com	and Hyundai Motor America
											Counsel to MeadWestvaco
											Corporation, MeadWestvaco
Pillsbury Winthrop Shaw Pittman										margot.erlich@pillsburylaw.co	South Carolina LLC and MeadWestvaco Virginia
LLP	Margot P. Erlich	1540 Broadway		New York	NY	10036-4039		212-858-1000	212-858-1500		Corporation
Dillahara Wiathara Ohana Dittara											Counsel to Clarion Corporation of
Pillsbury Winthrop Shaw Pittman LLP	Mark D. Houle	650 Town Center Drive	7th Floor	Costa Mesa	CA	92626-7122		714-436-6800	714-436-2800	mark.houle@pillsburylaw.com	America, Hyundai Motor Company and Hyundai Motor America
LLI	Wark B. Flouic	COO TOWN CONTON DIVE	7 11 1 1001	Costa Micsa	071	02020 7 122		7 14 400 0000	7 14 400 2000	manc.noaic@piiiobai.yiaw.com	Counsel to MeadWestvaco
											Corporation, MeadWestvaco
Billahara Mirahara Ohara Bill										debended and an open designation of	South Carolina LLC and
Pillsbury Winthrop Shaw Pittman LLP	Richard L. Epling	1540 Broadway		New York	NY	10036-4039		212-858-1000	212-858-1500	richard.epling@pillsburylaw.co	MeadWestvaco Virginia Corporation
	Taolaid L. Lpillig	1040 Diodaway		14CW TOIK	141	10000-4008		- 12-000-1000	Z 12-030-1300	<u> </u>	Counsel to MeadWestvaco
											Corporation, MeadWestvaco
Dill 1 145 11 01 5:::											South Carolina LLC and
Pillsbury Winthrop Shaw Pittman LLP	Robin L. Spear	1540 Broadway		New York	NY	10036-4039		212-858-1000	212-858-1500	robin.spear@pillsburylaw.com	MeadWestvaco Virginia Corporation
LLI	I TODIII L. Opeai	1040 Dioauway		I 4CAN I OLK	INI	10030-4039		£ 12-030-1000	£ 12-000-1000	Tobin.spear@pilisburylaw.COIII	οστροιαιιστί

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2002 List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Porzio, Bromberg & Newman,	CONTACT	ADDICEOUT	ADDITECT	OIII	OTATE		OCCIVITAT	THONE	TAX	EMPAIL	TARTITIONSTION
P.C.	Brett S. Moore, Esq.	100 Southgate Parkway	P.O. Box 1997	Morristown	NJ	07960		973-538-4006	973-538-5146	bsmoore@pbnlaw.com	
1.0.	Dicti o. Moore, Loq.	100 Coungate 1 unway	1 .O. BOX 1007	Wierrietewii	110	07000		070 000 4000	070 000 0140	bomoore@pomaw.com	
											Counsel to Neuman Aluminum
Porzio, Bromberg & Newman,											Automotive, Inc. and Neuman
P.C.	John S. Mairo, Esq.	100 Southgate Parkway	P.O. Box 1997	Morristown	NJ	07960		973-538-4006	973-538-5146	jsmairo@pbnlaw.com	Aluminum Impact Extrusion, Inc.
											Counsel to International
											Brotherood of Electrical Workers
											Local Unions No. 663; International
											Association of Machinists; AFL-
Previant, Goldberg, Uelman,	Jill M. Hartley and	ASSENT Diversorates Daire	Oit- 000	NACH	14/1	50040		444 074 4500	444 074 0000	jh@previant.com	CIO Tool and Die Makers Local
Gratz, Miller & Brueggeman, S.C. QAD, Inc.		1555 N. RiverCenter Drive 10.000 Midlantic Drive	Suite 202	Milwaukee Mt. Laurel	WI NJ	53212 08054		856-840-2489	414-271-6308	mgr@previant.com ikp@gad.com	Lodge 78, District 10
QAD, Inc. Quadrangle Debt Recovery	Jason Pickering, Esq.	10,000 Midiantic Drive		IVIL. Laurei	INJ	00054		000-040-2409	000-040-2740	andrew.herenstein@guadrangl	Counsel to QAD, Inc. Counsel to Quadrangle Debt
Advisors LLC	Andrew Herenstein	375 Park Avenue, 14th Floor		New York	NY	10152		212_418_1742	866-741-2505	egroup.com	Recovery Advisors LLC
Advisors LEO	Andrew Herenstein	5751 aik Avende, 14011 looi		INCW FOIR	INI	10132		212-410-1742	000-7-1-2303	patrick.bartels@guadranglegro	INCCOVERY AUVISORS ELEC
Quadrangle Group LLC	Patrick Bartels	375 Park Avenue, 14th Floor		New York	NY	10152		212-418-1748	866-552-2052	up.com	Counsel to Quadrangle Group LLC
Quarles & Brady Streich Lang			Two North Central								Counsel to Semiconductor
LLP	John A. Harris	Renaissance One	Avenue	Phoenix	AZ	85004-2391		602-229-5200	602-229-5690	jharris@guarles.com	Components Industries, Inc.
											Counsel to Offshore International,
											Inc.; Maquilas Teta Kawi, S.A. de
Quarles & Brady Streich Lang											C.V.; On Semiconductor
LLP	Kasey C. Nye	One South Church Street		Tucson	AZ	85701		520-770-8717	520-770-2203	knye@quarles.com	Corporation
Quarles & Brady Streich Lang			Two North Central								Counsel to Semiconductor
LLP	Scott R. Goldberg	Renaissance One	Avenue	Phoenix	AZ	85004-2391		602-229-5200	602-229-5690	sgoldber@quarles.com	Components Industries, Inc.
											Counsel to General Electric Capital
Reed Smith	Elena Lazarou	FOO Levington Avenue	29th Street	Now Varle	NY	10022		242 524 5400	212-521-5450	elazarou@reedsmith.com	Corporation, Stategic Asset Finance.
Reed Silliul	Elelia Lazarou	599 Lexington Avenue	29th Street	New York	IN T	10022		212-321-3400	212-321-3430	elazarou@reedsmitn.com	Counsel to Jason Incorporated,
Reed Smith	Richard P. Norton	One Riverfront Plaza	1st Floor	Newark	NJ	07102		973-621-3200	973-621-3199	rnorton@reedsmith.com	Sackner Products Division
ixeed Silliul	Michard F. Norton	One Rivernont Flaza	131 1 1001	INCWAIN	INU	07 102		973-021-3200	973-021-3199	morton@reedsmitn.com	Sackilei Floudets Division
											Counsel to Microsoft Corporation;
Riddell Williams P.S.	Joseph E. Shickich, Jr.	1001 4th Ave.	Suite 4500	Seattle	WA	98154-1195		206-624-3600	206-389-1708	ishickich@riddellwilliams.com	Microsoft Licensing, GP
											Counsel to Mary P. O'Neill and
Rieck and Crotty PC	Jerome F Crotty	55 West Monroe Street	Suite 3390	Chicago	IL	60603		312-726-4646	312-726-0647	icrotty@rieckcrotty.com	Liam P. O'Neill
Riemer & Braunstein LLP	Mark S. Scott	Three Center Plaza		Boston	MA	02108		617-523-9000	617-880-3456	mscott@riemerlaw.com	Counsel to ICX Corporation
Riverside Claims LLC	Holly Rogers	2109 Broadway	Suite 206	New York	NY	10023		212-501-0990	212-501-7088	holly@regencap.com	Riverside Claims LLC
Robinson, McFadden & Moore,	A	D O D 044		O-lumbi-	00	29202		000 770 0000	000 774 0444	#	Counsel to Blue Cross Blue Shield
P.C.	Annemarie B. Mathews	P.O. Box 944		Columbia	SC	29202		803-779-8900	803-771-9411	amathews@robinsonlaw.com gregory.kaden@ropesgray.co	of South Carolina
Ropes & Gray LLP	Gregory O. Kaden	One International Place		Boston	MA	02110-2624		617-951-7000	617-951-7050	m	Attorneys for D-J, Inc.
Ropes & Gray LLF	Gregory O. Naueri	One international Flace		DOSION	IVIA	02110-2024		017-931-7000	017-931-7030	marc.hirschfield@ropesgray.co	Attorneys for B-5, fric.
Ropes & Gray LLP	Marc E. Hirschfield	45 Rockefeller Plaza		New York	NY	10111-0087		212-841-5700	212-841-5725	m	Attorneys for D-J, Inc.
Hopor a Gray EE.	mare E. I meetinete	TO TROUBLE TIME		THE TOTAL		10111 0001		2.2 0 0.00	2.2 0 0.20	<u></u>	r morrieye for B e, me.
Rosen Slome Marder LLP	Thomas R. Slome	333 Earle Ovington Boulevard	Suite 901	Uniondale	NY	11533		516-227-1600		tslome@rsmllp.com	Counsel to JAE Electronics, Inc.
											Counsel to Russell Reynolds
Russell Reynolds Associates, Inc.	. Charles E. Boulbol, P.C.	26 Broadway, 17th Floor		New York	NY	10004		212-825-9457	212-825-9414	rtrack@msn.com	Associates, Inc.
	L	1									Counsel to Infineon Technologies
Sachnoff & Weaver, Ltd	Charles S. Schulman	10 South Wacker Drive	40th Floor	Chicago	IL	60606		312-207-1000	312-207-6400	agelman@sachnoff.com	North America Corporation
Satterlee Stephens Burke &	01:11 0 0 0 1	000 5 4 4				10100		040 040 0000	040 040 0655		Counsel to Moody's Investors
Burke LLP	Christopher R. Belmonte	230 Park Avenue		New York	NY	10169		212-818-9200	212-818-9606	cbelmonte@ssbb.com	Service
Satterlee Stephens Burke & Burke LLP	Domolo A Dogoviele	220 Park Avanua		Now York	NY	10169		212 010 0200	212 010 0000	phonouriak@oobb com	Counsel to Moody's Investors
Duike LLF	Pamela A. Bosswick	230 Park Avenue	1	New York	IN I	10109		212-010-9200	Z 1Z-0 10-90U0	pbosswick@ssbb.com	Service

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
COMPANT	CONTACT	ADDRESSI	ADDRESSE	CITT	SIAIL	ZIF	COUNTRI	FIIONE	IAA	dweiner@schaferandweiner.co	
Schafer and Weiner PLLC	Daniel Weiner	40950 Woodward Ave.	Suite 100	Bloomfield Hills	МІ	48304		248-540-3340		m	Counsel to Dott Industries, Inc.
										hborin@schaferandweiner.co	
Schafer and Weiner PLLC	Howard Borin	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304		248-540-3340		<u>m</u>	Counsel to Dott Industries, Inc.
0 1 6 100 5		40050144	0 11 400	D. C		10001		040 540 0040		mnewman@schaferandweiner.	
Schafer and Weiner PLLC	Max Newman	40950 Woodward Ave.	Suite 100	Bloomfield Hills	MI	48304		248-540-3340		rheilman@schaferandweiner.c	Counsel to Dott Industries, Inc.
Schafer and Weiner PLLC	Ryan Heilman	40950 Woodward Ave.	Suite 100	Bloomfield Hills	МІ	48304		248-540-3340		om	Counsel to Dott Industries, Inc.
	ĺ										
Schiff Hardin LLP	Eugene J. Geekie, Jr.	7500 Sears Tower		Chicago	IL	60606		312-258-5635	312-258-5600	egeekie@schiffhardin.com	Counsel to Means Industries
Schiffrin & Barroway, LLP	Michael Yarnoff	280 King of Prussia Road		Radnor	PA	19087		610-667-7056	610-667-7706	myarnoff@sbclasslaw.com	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
		V									Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlaqe-Gesellschaft m.b.H
Schiffrin & Barroway, LLP	Sean M. Handler	280 King of Prussia Road		Radnor	PA	19087		610-667-7706	610-667-7056	shandler@sbclasslaw.com	and Stichting Pensioenfords ABP
Schulte Roth & Sabel LLP	James T. Bentley	919 Third Avenue		New York	NY	10022		212-756-2273	212-593-5955	james.bentley@srz.com	Counsel to Panasonic Autommotive Systems Company of America
Schulte Roth & Sabel LLP	Michael L. Cook	919 Third Avenue		New York	NY	10022		212-756-2000	212-595-5955	michael.cook@srz.com	Counsel to Panasonic Automotive Systems Company of America; D.C. Capital Partners, L.P.
											Counsel to D.C. Capital Partners,
Schulte Roth & Zabel LLP	Carol Weiner Levy	919 Third Avenue		New York	NY	10022		212-756-2000	212-595-5955	carol.weiner.levy@srz.com	L.P.
Seyfarth Shaw LLP	Paul M. Baisier, Esq.	1545 Peachtree Street, N.E.	Suite 700	Atlanta	GA	30309-2401		404-885-1500	404-892-7056	pbaisier@seyfarth.com	Counsel to Murata Electronics North America, Inc.; Fujikura America, Inc.
											Counsel to Murata Electronics North America, Inc.; Fujikura
Sevfarth Shaw LLP	Robert W. Dremluk, Esq.	1270 Avenue of the Americas	Suite 2500	New York	NY	10020-1801		212-218-5500	212-218-5526	rdremluk@seyfarth.com	America, Inc.
			Two Seaport Lane,								Counsel to le Belier/LBQ Foundry
Seyfarth Shaw LLP	William J. Hanlon	World Trade Center East	Suite 300	Boston	MA	02210		617-946-4800	617-946-4801	whanlon@seyfarth.com	S.A. de C.V.
Sheehan Phinney Bass + Green	Bruce A. Harwood	1000 Elm Street	P.O. Box 3701	Manahaatar	NH	02405 2704		602 627 8420	602 627 8424	hhanwad@shashan sam	Councel to Source Floatronics Inc
Professional Association	Bluce A. naiwood	1000 Elm Street	P.O. BOX 3701	Manchester	INIT	03105-3701		003-027-0139	603-627-8121	bharwood@sheehan.com	Counsel to Source Electronics, Inc. Counsel to Milwaukee Investment
Sheldon S. Toll PLLC	Sheldon S. Toll	2000 Town Center	Suite 2550	Southfield	MI	48075		248-358-2460	248-358-2740	lawtoll@comcast.net	Company
Sheppard Mullin Richter &											
Hampton LLP	Eric Waters	30 Rockefeller Plaza	24th Floor	New York	NY	10112		212-332-3800	212-332-3888		Counsel to Gary Whitney
Sheppard Mullin Richter &	Malani I Ctt-:-	20 Deckefoller Di	24th Floor	New Verl	NIV	10110		242 222 222	242 222 222		Counsel to International Rectifier
Hampton LLP Sheppard Mullin Richter &	Malani J. Sternstein	30 Rockefeller Plaza	24th Floor	New York	NY	10112		212-332-3800	212-332-3888	<u>om</u>	Corp. and Gary Whitney
Hampton LLP	Theodore A. Cohen	333 South Hope Street	48th Floor	Los Angeles	CA	90071		213-620-1780	213-620-1398	tcohen@sheppardmullin.com	Counsel to Gary Whitney
Sheppard Mullin Richter &									, 121 1300	25,511,5011	Counsel to International Rectifier
Hampton LLP	Theresa Wardle	333 South Hope Street	48th Floor	Los Angeles	CA	90071		213-620-1780	213-620-1398	twardle@sheppardmullin.com	Corp.
Sher, Garner, Cahill, Richter, Klein & Hilbert, LLC	Robert P. Thibeaux	5353 Essen Lane	Suite 650	Baton Rouge	LA	70809		225-757-2185	225-757-7674	rthibeaux@shergarner.com	Counsel to Gulf Coast Bank & Trust Company

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Sher, Garner, Cahill, Richter.	CONTACT	ADDRESST	ADDICEOUZ	OIII	UIAIL	<i>2</i> 11	OCCIVITAT	THONE	IAA	LINAIL	Counsel to Gulf Coast Bank &
Klein & Hilbert, LLC	Robert P. Thibeaux	909 Poydras Street	28th Floor	New Orleans	LA	70112-1033		504-299-2100	504-299-2300	rthibeaux@shergarner.com	Trust Company
Sills, Cummis Epstein & Gross,											Counsel to Hewlett-Packard
P.C.	Andrew H. Sherman	30 Rockefeller Plaza		New York	NY	10112		212-643-7000	212-643-6500	asherman@sillscummis.com	Financial Services Company
Sills, Cummis Epstein & Gross,											Counsel to Hewlett-Packard
P.C.	Jack M. Zackin	30 Rockefeller Plaza		New York	NY	10112		212-643-7000	212-643-6500	izackin@sillscummis.com	Financial Services Company
										cfortgang@silverpointcapital.c	Counsel to Silver Point Capital,
Silver Point Capital, L.P.	Chaim J. Fortgang	Two Greenwich Plaza	1st Floor	Greenwich	СТ	06830		203-542-4216	203-542-4100	<u>om</u>	L.P.
Smith, Gambrell & Russell, LLP	Barbara Ellis-Monro	1230 Peachtree Street, N.E.	Suite 3100	Atlanta	GA	30309		404-815-3500	404-815-3509	bellis-monro@sgrlaw.com	Counsel to Southwire Company
Critici, Cambrell & Russell, EEI	Barbara Ellio Monio	800 Delaware Avenue, 7th	oute o roo	rtiarita	O/ t	00000		101 010 0000	101 010 0000	Delilo Monrota, ognaw.com	Counsel to Counting Company
Smith, Katzenstein & Furlow LLP	Kathleen M. Miller	Floor	P.O. Box 410	Wilmington	DE	19899		302-652-8400	3026528405	kmiller@skfdelaware.com	Counsel to Airgas, Inc.
Sonnenschein Nath & Rosenthal	radilicen w. willer	11001	1 .O. BOX 410	Willington	D_	10000		002 002 0100	0020020100	KITHIICT (Q.SKI'GCIGWAI'C.COTT	Counsel to Molex, Inc. and INA
LLP	D. Farrington Yates	1221 Avenue of the Americas	24th Floor	New York	NY	10020		212-768-6700	212-768-6800	fvates@sonnenschein.com	USA. Inc.
Sonnenschein Nath & Rosenthal	D. Farrington Fates	1221 Avenue of the Americas	233 South Wacker	IVCW TOTA	111	10020		212-700-0700	212-700-0000	Tyates(a)30HHEH3CHEHI.COHI	Counsel to Molex, Inc. and INA
LLP	Robert E. Richards	8000 Sears Tower	Drive	Chicago	п	60606		312-876-8000	312-876-7034	rrichards@sonnenschein.com	USA, Inc.
LLF	Robert L. Richards	0000 Sears Tower	Dilve	Cilicago	IL	00000		312-070-0000	312-070-7934	THEHATAS(@SOFTHEHSCHEITLCOTT)	Counsel to Michigan Heritage
Sotiroff & Abramczyk, P.C.	Robert M. Goldi	30400 Telegraph Road	Suite 444	Bingham Farms	MI	48025		248-642-6000	248-642-9001	rgoldi@sotablaw.com	Bank; MHB Leasing, Inc.
Soulon & Abramczyk, F.C.	Robert W. Goldi	30400 Telegraph Road	Juile 444	Dirigilatii i airiis	IVII	40023		240-042-0000	240-042-9001	Igoldi@sotablaw.com	Counsel to Furukawa Electric Co.,
Squire, Sanders & Dempsey											Ltd. And Furukawa Electric North
L.L.P.	Eric Marcks	One Maritime Plaza	Suite 300	San Francisco	CA	94111-3492			415 202 0007	emarcks@ssd.com	America, APD Inc.
L.L.P.	ETIC MATCKS	One Mantime Plaza	Suite 300	San Francisco	CA	94111-3492			415-393-9007	emarcks@ssd.com	Counsel to Furukawa Electric Co.,
Caulina Candara & Damasau											Ltd. And Furukawa Electric Co.,
Squire, Sanders & Dempsey	Danie Aviana Buttan	600 H W		D-I- Alt-	0.4	94304		050 050 0500	050 040 0777		
L.L.P.	Penn Ayers Butler	600 Hansen Way		Palo Alto	CA	94304		000-000-0000	000-043-0777	pabutler@ssd.com	America, APD Inc.
Otata of Oalifamii Office of the			200 0								Attorneys for the State of California
State of California Office of the	Court E Maniana	Dt- Att	300 South Spring		0.4	00040		040 007 0040	040 007 0000		Department of Toxic Substances
Attorney General	Sarah E. Morrison	Deputy Attorney General	Street Ste 1702	Los Angeles	CA	90013		213-897-2640	213-897-2802	sarah.morrison@doj.ca.gov	Control
State of Michigan Department of Labor & Economic Growth, Unemployment Insurance Agenc	Roland Hwang Assistant Attorney y General	3030 W. Grand Boulevard	Suite 9-600	Detroit	МІ	48202		313-456-2210	313-456-2201		Assistant Attorney General for State of Michigan, Unemployment Tax Office of the Department of Labor & Economic Growth, Unemployment Insurance Agency
										imbaumann@steeltechnologie	Counsel to Steel Technologies,
Steel Technologies, Inc.	John M. Baumann	15415 Shelbyville Road		Louisville	KY	40245		502-245-0322	502-245-0542	s.com	Inc.
Stein, Rudser, Cohen & Magid											Counsel to Excel Global Logistics,
LLP	Robert F. Kidd	825 Washington Street	Suite 200	Oakland	CA	94607		510-287-2365	510-987-8333	rkidd@srcm-law.com	Inc.
Steinberg Shapiro & Clark	Mark H. Shapiro	24901 Northwestern Highway	Suite 611	Southfield	мі	48075		248-352-4700	248-352-4488	shapiro@steinbergshapiro.co m	Counsel to Bing Metals Group, Inc.; Gentral Transport International, Inc.; Crown Enerprises, Inc.; Economy Transport, Inc.; Logistics Insight Corp (LINC); Universal Am-Can, Ltd.; Universal Truckload Services, Inc.
	Jeffrey S. Posta										
	Michael A Spero										
	Simon Kimmelman	50 West State Street, Suite								iposta@sternslaw.com	Counsel to Doosan Infracore
Sterns & Weinroth, P.C.	Valerie A Hamilton	1400	PO Box 1298	Trenton	NJ	08607-1298		609-392-2100	609-392-7956	jspecf@sternslaw.com	America Corp.
Stevens & Lee, P.C.	Chester B. Salomon, Esq. Constantine D. Pourakis, Esq.	485 Madison Avenue	20th Floor	New York	NY	10022		212-319-8500	212-319-8505	cs@stevenslee.com cp@stevenslee.com	Counsel to Tonolli Canada Ltd.; VJ Technologies, Inc. and V.J. ElectroniX, Inc.
											Counsel to Thyssenkrupp
										mshaiken@stinsonmoheck.co	Waupaca, Inc. and Thyssenkrupp
Stinson Morrison Hecker LLP	Mark A. Shaiken	1201 Walnut Street		Kansas City	MO	64106		816-842-8600	816-691-3495	<u>m</u>	Stahl Company
·		<u> </u>									

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Stites & Harbison PLLC	Madison L.Cashman	424 Church Street	Suite 1800	Nashville	TN	37219	COUNTRY			robert.goodrich@stites.com	Counsel to Setech, Inc.
Stites & Harbison F ELC	Madison L.Casillian	424 Charch Street	Suite 1000	INASTIVILE	IIN	37219		013-244-3200	013-702-2371	TODET L'OCCUTICH (L'OSTITES L'OTT)	Couriser to Setech, Inc.
Stites & Harbison PLLC	Robert C. Goodrich, Jr.	424 Church Street	Suite 1800	Nashville	TN	37219		615-244-5200	615-782-2371	madison.cashman@stites.com	Counsel to Setech, Inc.
	,										Counsel to WAKO Electronics
											(USA), Inc. and Ambrake
Stites & Harbison, PLLC	W. Robinson Beard, Esq.	400 West Market Street		Louisville	KY	40202		502-681-0448	502-779-8274	wbeard@stites.com	Corporation
											Counsel to 975 Opdyke LP; 1401
											Troy Associates Limited
											Partnership; 1401 Troy Associates
											Limited Partnership c/o Etkin
											Equities, Inc.; 1401 Troy
											Associates LP; Brighton Limited Partnership; DPS Information
											Services, Inc.; Etkin Management
											Services, Inc. and Etkin Real
Stroock & Stroock & Lavan, LLP	Kristopher M. Hansen	180 Maiden Lane		New York	NY	10038		212-806-5400	212-806-6006	khansen@stroock.com	Properties
			3000 K Street, N.W.								Attorneys for Sanders Lead Co.,
Swidler Berlin LLP	Robert N. Steinwurtzel	The Washington Harbour	Suite 300	Washington	DC	20007		202-424-7500	202-424-7645	rnsteinwurtzel@swidlaw.com	Inc.
Taft, Stettinius & Hollister LLP	Richard L .Ferrell	425 Walnut Street	Suite 1800	Cincinnati	OH	45202-3957		513-381-2838		ferrell@taftlaw.com	Counsel to Wren Industries, Inc.
											Counsel to Select Industries
											Corporation and Gobar Systems,
Taft, Stettinius & Hollister LLP	W Timothy Miller Esq	425 Walnut Street	Suite 1800	Cincinnati	OH	45202		513-381-2838	513-381-0205	miller@taftlaw.com	Inc.
Tennessee Department of		c/o TN Attorney General's	DO D 00007	N. 1 '''	T	07000 0007		045 500 0504	045 744 0004		T 5 1 1 1 5
Revenue	Marvin E. Clements, Jr.	Office, Bankruptcy Division	PO Box 20207	Nashville	TN	37202-0207		615-532-2504	615-741-3334	marvin.clements@state.tn.us	Tennesse Department of Revenue Counsel to Maxim Integrated
Terra Law LLP	David B. Draper	60 S. Market Street	Suite 200	San Jose	CA	95113		408 200 1200	408-998-4895	ddraper@terra-law.com	Products, Inc.
Thacher Proffitt & Wood LLP	Jonathan D. Forstot	Two World Financial Center	Outc 200	New York	NY	10281			212-912-7751		Counsel to TT Electronics, Plc
Thacher Proffitt & Wood LLP	Louis A. Curcio	Two World Financial Center		New York	NY	10281			212-912-7751		Counsel to TT Electronics, Plc
			2-Chrome, Chiyoda	-					81-3-3286-	niizeki.tetsuhiro@furukawa.co.	Legal Department of The
The Furukawa Electric Co., Ltd.	Mr. Tetsuhiro Niizeki	6-1 Marunouchi	ku	Tokyo	Japan	100-8322			3919	<u>p</u>	Furukawa Electric Co., Ltd.
The Timpken Corporation BIC -									1-330-471-		Representative for Timken
08	Robert Morris	1835 Dueber Ave. SW	PO Box 6927	Canton	OH	44706-0927		330-438-3000	4388	robert.morris@timken.com	Corporation
											Counsel to American Finance
The least Desiration of the least of the lea											Group, Inc. d/b/a Guaranty Capital
Thelen Reid Brown Raysman & Steiner LLP	David A. Lowenthal	875 Third Avenue		New York	NY	10022		212 602 2000	212 602 2001	dlowenthal@thelenreid.com	Corporation and Oki Semiconductor Company
Stellier LLF	David A. Loweritriai	875 Tilliu Avenue		New TOIK	INT	10022		212-003-2000	212-003-2001	diowentifal@thelefileid.com	Counsel to STMicroelectronics.
Thompson & Knight	Rhett G. Cambell	333 Clay Street	Suite 3300	Houston	TX	77002		713-654-1871	713-654-1871	rhett.campbell@tklaw.com	Inc.
Thompson & Knight LLP	Ira L. Herman	919 Third Avenue	39th Floor	New York	NY	10022-3915			214-999-9139		Counsel to Victory Packaging
Thompson & Knight LLP	John S. Brannon	1700 Pacific Avenue	Suite 3300	Dallas	TX	75201-4693			214-969-1609		Counsel to Victory Packaging
											Counsel to Royberg, Inc. d/b/a
										ephillips@thurman-	Precision Mold & Tool and d/b/a
Thurman & Phillips, P.C.	Ed Phillips, Jr.	8000 IH 10 West	Suite 1000	San Antonio	TX	78230			210-344-6460		Precision Mold and Tool Group
Todd & Levi, LLP	Jill Levi, Esq.	444 Madison Avenue	Suite 1202	New York	NY	10022		212-308-7400		jlevi@toddlevi.com	Counsel to Bank of Lincolnwood
Tyler, Cooper & Alcorn, LLP	W. Joe Wilson	City Place	35th Floor	Hartford	CT	06103-3488		860-725-6200	860-278-3802		Counsel to Barnes Group, Inc.
Underberg & Kessler, LLP	Helen Zamboni	300 Bausch & Lomb Place		Rochester	NY	14604		E0E 0E0 0000	585-258-2821	hzamboni@underbergkessler.com	Counsel to McAlpin Industries, Inc.
Oliderberg & Ressier, LLF	Helen Zambom	300 Bauscii & Loilib Flace		Rochester	INT	14004		363-236-2600	363-236-2621	COIII	Counsel to Union Pacific Railroad
Union Pacific Railroad Company	Mary Ann Kilgore	1400 Douglas Street	MC 1580	Omaha	NE	68179		402-544-4195	402-501-0127	mkilgore@UP.com	Company
zamen zamen zamen zempany	, ,go	3009.00 0.000				-00		1.2.0			
											Counsel to Furukawa Electric
Varnum, Riddering, Schmidt &											North America APD and Co-
Howlett LLP	Michael S. McElwee	Bridgewater Place	P.O. Box 352	Grand Rapids	MI	49501-0352		616-336-6827	616-336-7000	msmcelwee@varnumlaw.com	Counsel to Tower Automotive, Inc.
											Counsel to Capital Research and
Wachtell, Lipton, Rosen & Katz	Emil A. Kleinhaus	51 West 52nd Street		New York	NY	10019-6150		212-403-1000	212-403-2000	EAKleinhaus@wlrk.com	Management Company
Weekell Links D. 2000	Dishard O M	54 W+ 50-+ 0'		Na	NIX	40040 0450		040 400 4000	040 400 0000	DOM	Counsel to Capital Research and
Wachtell, Lipton, Rosen & Katz	Richard G. Mason	51 West 52nd Street		New York	NY	10019-6150	1	Z1Z-4U3-1U00	Z1Z-4U3-2U00	RGMason@wlrk.com	Management Company

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Waller Lansden Dortch & Davis,											Counsel to Nissan North America,
PLLC	David E. Lemke, Esq.	511 Union Street	Suite 2700	Nashville	TN	37219		615-244-6380	615-244-6804	david.lemke@wallerlaw.com	Inc.
Waller Lansden Dortch & Davis,										robert.welhoelter@wallerlaw.c	Counsel to Nissan North America,
PLLC	Robert J. Welhoelter, Es	sq. 511 Union Street	Suite 2700	Nashville	TN	37219		615-244-6380	615-244-6804	<u>om</u>	Inc.
			111 Lyon Street,								Counsel to Robert Bosch
Warner Norcross & Judd LLP	Gordon J. Toering	900 Fifth Third Center	N.W.	Grand Rapids	MI	49503		616-752-2185	616-222-2185	gtoering@wnj.com	Corporation
											Counsel to Compuware
Warner Norcross & Judd LLP	Michael G. Cruse	2000 Town Center	Suite 2700	Southfield	MI	48075		248-784-5131	248-603-9631	mcruse@wnj.com	Corporation
			111 Lyon Street,								
Warner Norcross & Judd LLP	Stephen B. Grow	900 Fifth Third Center	N.W.	Grand Rapids	MI	49503		616-752-2158		growsb@wnj.com	Counsel to Behr Industries Corp.
Weiland, Golden, Smiley, Wang											Counsel to Toshiba America
Ekvall & Strok, LLP	Lei Lei Wang Ekvall	650 Town Center Drive	Suite 950	Costa Mesa	CA	92626		714-966-1000	714-966-1002	lekvall@wgllp.com	Electronic Components, Inc.
h											
Weinstein, Eisen & Weiss LLP	Aram Ordubegian	1925 Century Park East	#1150	Los Angeles	CA	90067		310-203-9393	310-203-8110	aordubegian@weineisen.com	Counsel to Orbotech, Inc.
Weltman, Weinberg & Reis Co.,											Counsel to Seven Seventeen
L.P.A.	Geoffrey J. Peters	175 South Third Street	Suite 900	Columbus	ОН	43215		614-857-4326	614-222-2193		Credit Union
	01 1/ 1									gkurtz@ny.whitecase.com guzzi@whitecase.com	
	Glenn Kurtz										
W# " 0 0 11 D	Gerard Uzzi	1155 4 50 4 1			NY	40000 0707		040 040 0000			Counsel to Appaloosa
White & Case LLP	Douglas Baumstein	1155 Avenue of the Americas		New York	NY	10036-2787		212-819-8200		<u>m</u>	Management, LP
	Thomas Lauria		200 South Biscavne							tlauria@whitecase.com	Counsel to Appaloosa
White & Case LLP	Frank Eaton	Wachovia Financial Center	Blvd Suite 4900	Miami	FL	33131		305-371-2700	205 250 5744		Management, LP
Wille & Case LLF	I TATIK LATOIT	Wacriovia i irianciai Center	Diva., Suite 4900	IVIIAIIII	1 -	33131		303-37 1-2700	303-330-3744	leatori@mami.writecase.com	Counsel to Schunk Graphite
Whyte, Hirschboeck Dudek S.C.	Bruce G. Arnold	555 East Wells Street	Suite 1900	Milwaukee	WI	53202-4894		414 273 2100	414 223 5000	barnold@whdlaw.com	Technology
Whyte, Hirschboeck Dudek 3.C.	Didde G. Alliold	333 Last Wells Street	Suite 1900	Willwaukee	VVI	33202-4094		414-273-2100	414-223-3000	Darriold@Wridiaw.com	Counsel to National Instruments
Winstead Sechrest & Minick P.C.	Berry D. Spears	401 Congress Avenue	Suite 2100	Austin	TX	78701		512-370-2800	512-370-2850	bspears@winstead.com	Corporation
Williatead Occilicat & Williak F.O.	Derry D. Opears	401 Congress Avenue	Outc 2100	Austin	17	70701		312-370-2000	312-370-2030		Counsel to National Instruments
Winstead Sechrest & Minick P.C.	R Michael Farguhar	5400 Renaissance Tower	1201 Elm Street	Dallas	TX	75270		214-745-5400	214-745-5390		Corporation
Winthrop Couchot Professional	rt. monaor rarqanar	C 100 Hondiocarios Tower	1201 2 01.001	Danao				2111100100	2111100000	mwinthrop@winthropcouchot.c	00.00.00.0
Corporation	Marc. J. Winthrop	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111	om	Counsel to Metal Surfaces. Inc.
Winthrop Couchot Professional	marc. c. vimarop	coo nomper contendent	14111001	romport Bodon		02000		0.0.120 1.00	0.0.120	sokeefe@winthropcouchot.co	Council to Motal Canadoo, me.
Corporation	Sean A. O'Keefe	660 Newport Center Drive	4th Floor	Newport Beach	CA	92660		949-720-4100	949-720-4111		Counsel to Metal Surfaces, Inc.
Womble Carlyle Sandridge &		, p		p						_	
Rice, PLLC	Lillian H. Pinto	300 North Greene Street	Suite 1900	Greensboro	NC	27402		336-574-8058	336-574-4528	lpinto@wcsr.com	Counsel to Armacell
· · ·											Counsel to Toyota Tsusho
											America, Inc. and Karl Kufner, KG
Zeichner Ellman & Krause LLP	Peter Janovsky	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	pjanovsky@zeklaw.com	aka Karl Kuefner, KG
	,	j i									Counsel to Toyota Tsusho
Zeichner Ellman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022	1	212-223-0400	212-753-0396	skrause@zeklaw.com	America, Inc.

EXHIBIT C

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	PARTY / FUNCTION
		1301 S. Capital of Texas							
APS Clearing, Inc.	Andy Leinhoff	Highway	Suite B-220	Austin	TX	78746	512-314-4416	512-314-4462	Counsel to APS Clearing, Inc.
		1301 S. Capital of Texas							
APS Clearing, Inc.	Matthew Hamilton	Highway	Suite B-220	Austin	TX	78746	512-314-4416	512-314-4462	Counsel to APS Clearing, Inc.
D 14 DO		505.0: 11	0 11 1000	D		40000	0.40 400 4000	040 400 4000	Counsel to Kamax L.P.; Optrex America,
Berry Moorman P.C.	James P. Murphy	535 Griswold	Suite 1900	Detroit	MI	48226	313-496-1200	313-496-1300	Inc.
Curtis, Mallet-Prevost, Colt & Mosle LLP	Andrew M. Thau	101 Park Avenue		New York	NY	10178- 0061	212-696-8898	917-368-8898	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
									3, ()
Curtis, Mallet-Prevost, Colt & Mosle LLP	David S. Karp	101 Park Avenue		New York	NY	10178- 0061	212-696-6065	212-697-1559	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.
Grant & Eisenhofer P.A.	Geoffrey C. Jarvis	1201 North Market Street	Suite 2100	Wilmington	DE	19801	302-622-7000	302-622-7100	Counsel to Teachers Retirement System of Oklahoma; Public Employes's Retirement System of Mississippi; Raifeisen Kapitalanlage-Gesellschaft m.b.H and Stichting Pensioenfords ABP
				- I I I I I I I I I I I I I I I I I I I					g
Heller Ehrman LLP	Carren Shulman	Times Square Tower	Seven Times Square	New York	NY	10036	212-832-8300	212-763-7600	Counsel to @Road, Inc.
		·	·						Counsel to ZF Group North America
Hunter & Schank Co. LPA	John J. Hunter	One Canton Square	1700 Canton Avenue	Toledo	ОН	43624	419-255-4300	419-255-9121	
									Counsel to ZF Group North America
Hunter & Schank Co. LPA	Thomas J. Schank	One Canton Square	1700 Canton Avenue	Toledo	ОН	43624	419-255-4300	419-255-9121	
l									Counsel to Peggy C. Brannon, Bay County
Johnston, Harris Gerde & Komarek, P.A.	Jerry W. Gerde, Esq.	239 E. 4th St.		Panama City	FL	32401	850-763-8421	850-763-8425	Tax Collector
Kirkland & Ellis LLP	Coeffroy A Dishards	200 Fact Bandalah Driva		Chicago	IL	60601	212 961 2000	212 961 2200	Counsel to Lunt Mannufacturing Company
NIRIANU & EIIIS LLP	Geoffrey A. Richards	200 East Randolph Drive		Chicago	IL	00001	312-001-2000	312-001-2200	Counsel to Sedgwick Claims Management
						10022-			Services. Inc. and Methode Electronics.
Lord, Bissel & Brook LLP	Rocco N. Covino	885 Third Avenue	26th Floor	New York	NY	4802	212-812-8340	212-947-1202	
Edia, Blood a Brook EE	TROCCO TY. COVING	ood milita / tvonad	200111001	TTOW TOTAL		23219-	212 012 0010	212 011 1202	Counsel to Siemens Logistics Assembly
McGuirewoods LLP	Elizabeth L. Gunn	One James Center	901 East Cary Street	Richmond	VA	4030	804-775-1178	804-698-2186	Systems, Inc.
North Point	Michelle M. Harner	901 Lakeside Avenue	,	Cleveland	ОН	44114		216-579-0212	Counsel to WL. Ross & Co., LLC
									Counsel to Ameritech Credit Corporation
O'Rourke Katten & Moody	Michael C. Moody	161 N. Clark Street	Suite 2230	Chicago	IL	60601	312-849-2020	312-849-2021	d/b/a SBC Capital Services
		1285 Avenue of the				10019-			Counsel to Ambrake Corporation; Akebono
Paul, Weiss, Rifkind, Wharton & Garrison	Curtis J. Weidler	Americas		New York	NY	6064	212-373-3157	212-373-2053	Corporation
		0770 5 1 5 :			011		000 070 000	000 070 000	Counsel to Republic Engineered Products,
Republic Engineered Products, Inc.	Joseph Lapinsky	3770 Embassy Parkway		Akron	ОН	44333	330-670-3004	330-670-3020	Inc.
Popers Majeski Kohn & Poptlov	Christopher Nergaard	515 South Flower Street	Suito 1100	Los Angolos	CA	00074	212 212 2000	213-312-2001	Counsel to Brembo S.p.A; Bibielle S.p.A.;
Ropers, Majeski, Kohn & Bentley	Chinstopher Norgaard	515 South Flower Street	Suite 1100	Los Angeles	UA	90011	213-312-2000	213-312-2001	AF RAUNY

In re. Delphi Corporation, et al. Case No. 05-44481 (RDD)

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	PARTY / FUNCTION
									Counsel to Infineon Technologies North
Sachnoff & Weaver, Ltd	Charles S. Schulman	10 South Wacker Drive	40th Floor	Chicago	IL	60606	312-207-1000	312-207-6400	America Corporation
Schiff Hardin LLP	William I. Kohn	6600 Sears Tower		Chicago	IL	60066	312-258-5500	312-258-5600	Counsel to Means Industries
Shipman & Goodwin LLP	Jennifer L. Adamy	One Constitution Plaza		Hartford	СТ	06103- 1919		860-251-5218	Counsel to Fortune Plastics Company of Illinois, Inc.; Universal Metal Hose Co.,
									Counsel to 975 Opdyke LP; 1401 Troy Associates Limited Partnership; 1401 Troy Associates Limited Partnership c/o Etkin
									Equities, Inc.; 1401 Troy Associates LP; Brighton Limited Partnership; DPS Information Services, Inc.; Etkin
Stroock & Stroock & Lavan, LLP	Joseph G. Minias	180 Maiden Lane		New York	NY	10038	212-806-5400	212-806-6006	Management Services, Inc. a
Togut, Segal & Segal LLP	Albert Togut, Esq.	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	Conflicts counsel to Debtors
Vorys, Sater, Seymour and Pease LLP	Tiffany Strelow Cobb	52 East Gay Street		Columbus	ОН	43215	614-464-8322	614-719-4663	Counsel to America Online, Inc. and its Subsidiaries and Affiliates
									Counsel to Electronic Data Systems Corp.
Warner Stevens, L.L.P.	Michael D. Warner	301 Commerce Street	Suite 1700	Fort Worth	TX				and EDS Information Services, L.L.C.
WL Ross & Co., LLC	Stephen Toy	600 Lexington Avenue	19th Floor	New York	NY	10022	212-826-1100	212-317-4893	Counsel to WL. Ross & Co., LLC

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
		259 Radnor-Chester				19087-		
Airgas, Inc.	David Boyle	Road, Suite 100	P.O. Box 6675	Radnor	PA	8675	610-230-3064	Counsel to Airgas, Inc.
		34385 Twelve Mile						Vice President of Administration for
Akebono Corporation (North America)	Alan Swiech	Road		Farminton Hills	MI	48331	248-489-7406	Akebono Corporation
		1433 Seventeenth						
Cage Williams & Abelman, P.C.	Steven E. Abelman	Street		Denver	CO	80202	303-295-0202	Counsel to United Power, Inc.
Colbert & Winstead, P.C.	Amy Wood Malone	1812 Broadway		Nashville	TN	37203	615-321-0555	Counsel to Averitt Express, Inc.
								Counsel to Harco Industries, Inc.; Harco
								Brake Systems, Inc.; Dayton Supply & Too
Coolidge, Wall, Womsley & Lombard Co. LPA	Steven M. Wachstein	33 West First Street	Suite 600	Dayton	ОН	45402	937-223-8177	Coompany
								Counsel to DaimlerChrysler Corporation;
						48326-		DaimlerChrylser Motors Company, LLC;
DaimlerChrysler Corporation	Kim Kolb	CIMS 485-13-32	1000 Chrysler Drive	Auburn Hills	MI	2766	248-576-5741	DaimlerChrylser Canada, Inc.
								Counsel to Tremont City Barrel Fill PRP
Dykema Gossett PLLC	Gregory J. Jordan	10 Wacker	Suite 2300	Chicago	IL	60606	312-627-2171	Group
Genovese Joblove & Battista, P.A.	Craig P. Rieders, Esq.	100 S.E. 2nd Street	Suite 4400	Miami	FL	33131	305-349-2300	Counsel to Ryder Integrated Logistics, Inc.
	Beth Klimczak,		0 11 0100					
Jason, Inc.	General Counsel	411 E. Wisconsin Ave	Suite 2120	Milwaukee	WI	53202		General Counsel to Jason Incorporated
	Matra Dada Davalanal							Darreland Callection Consciolist for Mismi
Miami Dada Caunty Tay Callagter	Metro-Dade Paralegal	440 West Flagler Ctreet	Cuite 1100	Minmi	F1	22420	205 275 5244	Paralegal Collection Specialist for Miami-
Miami-Dade County Tax Collector	Unit	140 West Flagler Street	Suite 1403	Miami	FL	33130	305-375-5314	Dade County
	Elizabeth L.							
Norris, McLaughlin & Marcus	Abdelmasieh, Esq	721 Route 202-206	P.O. Box 1018	Somerville	NJ	08876	908-722-0700	Counsel to Rotor Clip Company, Inc.
TYOTTS, WICEaughiin & Wareus	Abucillasion, Esq	721 Noute 202-200	1 .O. DOX 1010	OOMETVIIC	140	00070	300-722-0700	Corporate Secretary for Professional
Professional Technologies Services	John V. Gorman	P.O. Box #304		Frankenmuth	МІ	48734	989-385-3230	Technologies Services
Trefeccional regimelegies cervises	Lloyd B. Sarakin -	1 .O. DOX #001		1 Tarikominati		10701	000 000 0200	T commonegace convides
	Chief Counsel,							
Sony Electronics Inc.	Finance and Credit	1 Sony Drive	MD #1 E-4	Park Ridge	NJ	07656	201-930-7483	Counsel to Sony Electronics, Inc.
,		· · · · · · · · · · · · · · · · · ·	1		-			
United Steel, Paper and Forestry, Rubber,								Counsel to United Steel, Paper and
Manufacturing, Energy, Allied Industrial and								Forestry, Rubber, Manufacturing, Energy,
Service Workers, International Union (USW),								Allied Industrial and Service Workers,
AFL-CIO	David Jury, Esq.	Five Gateway Center	Suite 807	Pittsburgh	PA	15222	412-562-2549	International Union (USW), AFL-CIO
		·		Ť		43216-		
Vorys, Sater, Seymour and Pease LLP	Robert J. Sidman, Esq.	52 East Gay Street	P.O. Box 1008	Columbus	ОН	1008	614-464-6422	

EXHIBIT E

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

----- X

In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

(Jointly Administered)

Debtors.

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EX PARTE APPLICATION UNDER 11 U.S.C. § 107(b) AND FED. R. BANKR. P. 9018 FOR ORDER AUTHORIZING DEBTORS TO FILE NETWORK SUPPORT SERVICES AGREEMENT UNDER SEAL

("NETWORK SUPPORT SERVICES UNDER SEAL APPLICATION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), intend to file a Motion For Order Under 11 U.S.C. § 363(b) And Fed. R. Bankr. P. 6004

Authorizing Debtors To Enter Into Network Support Services Agreement (the "Network Support Services Motion"). By this Extraction Under 11 U.S.C. § 107(b) And Fed. R. Bankr. P. 9018 (the "Application"), the Debtors seek authority to file under seal the Network Support Services Agreement (as defined below), which will be filed as an exhibit to the Network Support Services Motion, and respectfully represent as follows:

Background

A. The Chapter 11 Filings

- 1. On October 8 and 14, 2005, Delphi and certain of its U.S. subsidiaries and affiliates filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors' chapter 11 cases.
- 2. No trustee or examiner has been appointed in the Debtors' cases. On October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors. On April 28, 2006, the U.S. Trustee appointed an official committee of equity holders.
- 3. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are section 107(b) of the Bankruptcy Code and rule 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

B. The Network Support Services Agreement

- 5. As part of the Debtors' transformation plan, the Debtors intend to transform their salaried workforce to ensure that the company's organizational and cost structure is competitive and aligned with its product portfolio and manufacturing footprint. This will allow the Debtors to reduce their selling, general, and administrative expenses. In furtherance of this goal, the Debtors, in exercising their business judgment, have decided to undertake an accelerated consolidation and outsourcing of their information technology services related to global network services and support. This outsourcing of IT services will enable the Debtors to reduce their IT supplier base by more than 95 services providers.
- 6. On October 19, 2006, this Court entered an order authorizing the Debtors to enter into and perform under the first phase of their planned IT outsourcing (Docket No. 5378). On April 23, 2007, this Court entered an order authorizing the Debtors to enter into and perform under the second phase of their planned IT outsourcing (Docket No. 7774) (the "Application Maintenance Order"). Recently, the Debtors entered into an agreement with Computer Sciences Corporation ("CSC") to provide certain network, data, and support services to the Debtors. This agreement, which is the first amendment to the Master Services Agreement by and between Delphi and CSC, dated March 9, 2007 (the "Network Support Services Agreement"), represents the third phase of the IT outsourcing plan. Although a general

Pursuant to the Application Maintenance Order, the Debtors received authority from this Court to enter into and perform under the March 9, 2007 Master Services Agreement by and between Delphi and CSC (the "CSC MSA"). The Debtors previously filed the CSC MSA under seal in accordance with the March 28, 2007 Order

description of this agreement will be provided in the Network Support Services Motion to be filed with the Court, the Network Support Services Agreement contains detailed descriptions of competitively sensitive business information which may, if publicly disclosed, detrimentally affect the competitiveness of the Debtors and CSC, as well as the ability of the Debtors' and CSC to negotiate the terms of future agreements. Additionally, the Network Support Services Agreement contains certain confidentiality provisions which require the Debtors and CSC to maintain the confidentiality of certain of the agreement's terms. Therefore, to preserve the confidentiality of these sensitive business terms, and to comply with the confidentiality provisions contained in the Network Support Services Agreement, the Debtors seek permission to file the Network Support Services Agreement under seal.

Relief Requested

7. By this Application, the Debtors seek entry of an order under 11 U.S.C. § 107(b) and Bankruptcy Rule 9018 authorizing the Debtors to file the Network Support Services Agreement under seal as an exhibit to the Network Support Services Motion.

Basis For Relief

8. The Network Support Services Agreement contains highly sensitive and confidential business terms agreed to between the parties which, if publicly disclosed, could detrimentally affect the Debtors' and CSC's ability to negotiate terms of future agreements and could affect the competitiveness of the Debtors and CSC going forward. The Network Support Services Agreement also contains detailed proprietary information describing the business relationship between the parties, which the Debtors believe to be highly sensitive and confidential information of a type not typically disclosed to the public or made available in the

automotive industry. Finally, the Network Support Services Agreement contains certain confidentiality provisions which compel the Debtors and CSC to maintain the confidentiality of the terms of the Network Support Services Agreement. It is, therefore, of the utmost importance to the Debtors and CSC that the sensitive terms of the Network Support Services Agreement be kept confidential so that competitors may not use the information contained therein to gain a strategic advantage over the Debtors or CSC in the marketplace.

- 9. Additionally, disclosure of the terms contained in the Network Support Services Agreement is not necessary for the protection of the public, creditors of the Debtors, or third parties, because (a) whether the Debtors may enter into the Network Support Services Agreement is subject to this Court's approval in any case and (b) the Debtors are prepared to provide a complete copy of the Network Support Services Agreement to (i) the U.S. Trustee, (ii) counsel to the Creditors' Committee, and (iii) such other parties as ordered by this Court or as agreed to in writing by the Debtors and CSC upon entry into an appropriate confidentiality agreement.
- 10. After evaluating whether they could effectively redact the Network Support Services Agreement, the Debtors concluded that because the amount of redaction would be so extensive, the provisions of the Network Support Services Agreement that were unredacted would not be sufficient to provide parties-in-interest with the ability to review meaningfully the merits of the agreement. Importantly, the Network Support Services Agreement is an amendment to the CSC MSA, which already has been filed under seal. As a stand-alone document, the Network Support Services Agreement does not describe the complete scope of the relationship between Delphi and CSC. For these reasons, filing a redacted agreement would be

confusing and potentially misleading to parties-in-interest. Accordingly, the Debtors seek to file the Network Support Services Agreement under seal.

Applicable Authority

11. Section 107(b) of the Bankruptcy Code provides bankruptcy courts with the power to issue orders that will protect entities from potential harm that may result from the disclosure of certain confidential information. That section provides, in relevant part:

On request of a party in interest, the bankruptcy court shall . . . –

- (1) protect an entity with respect to a trade secret or confidential research, development, or commercial information
- 11 U.S.C. § 107(b).
- 12. Additionally, Bankruptcy Rule 9018 defines the procedures by which a party may move for relief under the section 107(b) of the Bankruptcy Code, and provides that "[o]n motion, or on its own initiative, with or without notice, the court may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or other confidential research, development, or commercial information " Fed. R. Bankr. P. 9018.
- 13. The Second Circuit has held that section 107(b) and Bankruptcy Rule 9018 do "not require that commercial information be the equivalent of a trade secret before protecting such information." Video Software Dealers Assoc. v. Orion Pictures Corp. (In re Orion Pictures Corp.), 21 F.3d 24, 28 (2d Cir. 1994). Indeed, this Court has stated that it "is required to grant that relief upon the motion of a party in interest, assuming the information is of the type listed in section 107(b)." In re Global Crossing Ltd., 295 B.R. 720, 723 n.7 (Bankr. S.D.N.Y. 2003) (citing In re Orion Pictures Corp., 21 F.3d at 27)). In addition, the Second Circuit has held that a party seeking the sealing of information is required to show only that the

information is confidential and commercial, and need not show "good cause." <u>Video Software</u>

<u>Dealers Assoc.</u>, 21 F.3d at 28.

- 14. Nonetheless, the facts presented here offer good cause for the relief requested. The Debtors submit that the Network Support Services Agreement contains sensitive commercial information and trade terms, the disclosure of which would be harmful to the Debtors and their businesses as well as CSC. The confidential information, including the agreed upon trade terms contained in the Network Support Services Agreement, qualifies as "confidential research, development, or commercial information" worthy of protection under section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, as explained by the case law in the Second Circuit. Accordingly, the Court should enter an order authorizing the Debtors to file the Network Support Services Agreement with the Court pursuant to General Order M-242 and requiring the United States Bankruptcy Clerk for the Southern District of New York to file the Network Support Services Agreement, which will be annexed as exhibits to the Network Support Services Motion, under seal.
- 15. No prior application for the relief requested herein has been made to this or any other Court.

Notice Of Application

16. Pursuant to Bankruptcy Rule 9018, no notice of this Application is required, and in light of the nature of the relief requested in this Application no other or further notice is necessary. Nevertheless, the Debtors will serve a copy of this Application in accordance with the Amended Eighth Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court

on October 26, 2006 (Docket No. 5418). The Debtors request that the Court grant the relief requested herein without the need for a hearing under 11 U.S.C. §102(1)(B) so that the Debtors may file the Network Support Services Agreement on or before May 11, 2007.

Memorandum Of Law

17. Because the legal points and authorities upon which this Application relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE the Debtors respectfully request that the Court enter an order (a) authorizing the Debtors to file the Network Support Services Agreement, as exhibits to the Network Support Services Motion, under seal, and (b) granting them such other and further relief as is just.

Dated: New York, New York May 8, 2007

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kaylayn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, <u>et al.</u>, Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

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Debtors. : (Jointly Administered)

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ORDER UNDER 11 U.S.C. § 107(b) AND FED. R. BANKR. P. 9018 AUTHORIZING DEBTORS TO FILE NETWORK SUPPORT SERVICES AGREEMENT UNDER SEAL

("NETWORK SUPPORT SERVICES UNDER SEAL ORDER")

Upon the <u>ex parte</u> application, dated May 8, 2007 (the "Application"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order Under 11 U.S.C. § 107(b) And Fed. R. Bankr. P. 9018 Authorizing Debtors To File Under Seal Network Support Services Agreement (as defined below); and it appearing that pursuant to Fed. R. Bankr. P. 9018, no notice of the relief requested in the Application need be provided; and this Court having determined that the relief requested in the Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

- 1. The Application is GRANTED.
- 2. Pursuant to 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 9018, the Debtors are authorized to file the first amendment to the March 9, 2007 Master Services Agreement by

and between Computer Sciences Corporation ("CSC") and Delphi (the "Network Support Services Agreement") under seal as an exhibit to a motion for approval of such agreement that the Debtors intend to file.

- 3. The Network Support Services Agreement (and any information derived from the Network Support Services Agreement) shall remain confidential, be filed under seal, and shall be served on and made available only to (i) the United States Trustee for the Southern District of New York, (ii) counsel to the Official Committee of Unsecured Creditors, and (iii) such other parties as ordered by this Court or as agreed to in writing by the Debtors and CSC upon entry into an appropriate confidentiality agreement.
- 4. Except as otherwise agreed to by the Debtors and CSC, any pleadings filed by a third party in these cases that reference or disclose any of the information contained in the Network Support Services Agreement shall be filed under seal and served only on those parties authorized to receive the Network Support Services Agreement, as provided for in paragraph 3 of this order.
- 5. The requirement pursuant to Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that the Debtors file a memorandum of law in support of the Application is hereby waived.

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6. This Court retains jurisdiction to enforce this Order and the confidentiality of the Network Support Services Agreement and the sensitive information contained therein, including the authority to impose sanctions on any person or entity which violates this Order.

Dated: New York, New York

May ___, 2007

UNITED STATES BANKRUPTCY JUDGE